



Ref: MNIL/BSE/2024

Date: 16/08/2024

BSE LIMITED

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

Scrip Code: 539767 ISIN: INE216Q01010

Sub: Annual Report 2023-24

Dear Sir/Ma'am

This has further to our communication dated August 08th, 2024 intimating the AGM of the Company to be held on Tuesday, September 10th, 2024.

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 2023-24 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

Thanking you,
Yours Faithfully

For Mega Nirman & Industries Limited

KANIKA
CHAWLA

Digitally signed by
KANIKA CHAWLA
Date: 2024.08.16
16:33:56 +05'30'

Ms. Kanika Chawla
Company Secretary & Compliance Officer

Encl: a/a

MEGA NIRMAN & INDUSTRIES LIMITED

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

Phone: 011 - 43590917||email: secretarial.mnil@gmail.com

CIN: L70101DL1983PLC015425



Mega Nirman & Industries Ltd.

Annual Report

2023-2024



Contact:

011- 43590917 

secretarial.mnil@gmail.com 

www.mnil.in 



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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
Kotak Mahindra Bank, New Delhi
AU Small Finance Bank, New Delhi

Stock Exchange
Bombay Stock Exchange Limited

MEGA NIRMAN & INDUSTRIES LIMITED
CIN: L70101DL1983PLC015425

Registered Office:
811-812 Aggarwal Cyber Plaza-1, Netaji Subhash Place,
Pitampura, North West Delhi,
Delhi, India, 110034

Internal Auditor
M/s Chandni Singla & Associates
Chartered Accountant
220 GF, Avtar Enclave, Paschim Vihar
New Delhi-110063

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

E-mail for Members:
Secretarial.mnil@gmail.com

Website: www.mnil.in



NOTICE

NOTICE is hereby given that **41st Annual General Meeting ('AGM')** of the members of Mega Nirman & Industries Limited ('THE COMPANY') will be held on **Tuesday, the 10th day of September, 2024** at 11:00 A.M. at **Maharaja Banquets, A-1/20A, Paschim Vihar, (Opposite Metro Pillar No. 256), Main Rohtak Road, New Delhi-110063**, to transact the following Business:-

ORDINARY BUSINESS:-

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 along with the Reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.

2. RETIREMENT BY ROTATION:

To appoint a Director in place of Mr. Anand Rai (DIN: 06855524) Executive Director of the Company, who retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Anand Rai (DIN: 06855524), Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, as a Director liable to retire by rotation.”

SPECIAL BUSINESS:-

3. INCREASE IN AUTHORISED SHARE CAPITAL

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

“RESOLVED THAT in suppression to earlier resolution passed in pursuant to the provisions of Section 13, Section 61 and Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any statutory amendment(s) / modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**), the provisions of the Memorandum of Association and the Articles of Association of the Company, and such other acts, laws, rules, regulations and guidelines applicable from time to time, consent of the Shareholders of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from **INR 28,25,00,000/- (Rupees Twenty Eight Crore Twenty Five Lakhs only) divided into 2,82,50,000 (Two crore Eighty Two Lakhs Fifty Thousand only) equity shares of INR 10/- (Rupees Ten Only) each to INR 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore only) equity shares of INR 10/- (Rupees Ten only) Each.** and consequently the existing Clause V of the Memorandum of Association of the Company relating to the share capital be altered by deleting the same and substituting in its place the following new 'Clause V':



V “The Authorised Share Capital of the Company is INR 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore only) equity shares of INR 10/- (Rupees Ten only) Each.”

RESOLVED FURTHER THAT any director of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring by the Board of Directors to secure any further consent or approval of the Shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. RAISING OF FUNDS:

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules there under (the ‘Act’), the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed there under, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, as in force, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the Rules, Regulations, Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, the Reserve Bank of India (‘RBI’), the Securities and Exchange Board of India (‘SEBI’), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘ICDR Regulations’), relevant Registrar of Companies, or by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’) and any other applicable law or regulation, (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, consents, permissions and/or sanctions of concerned statutory and other authorities and as may be required, and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and 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(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized on behalf of the Company, to create, offer, issue and allot in one or more tranches, in the course of domestic and/ or international offering(s) in one or more foreign markets, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof of equity shares of the Company having face value of Rs. ... (Rupee) each (the ‘Equity Shares’) or through an issuance of Global Depository Receipts (‘GDRs’), Foreign Currency Convertible Bonds (‘FCCBs’), fully convertible debentures/partly convertible debentures/ non-convertible debentures with or without warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares/any other securities (other than warrants), which are convertible into or exchangeable with Equity Shares, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the ‘Securities’) or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/ banks/ venture capital funds/alternative investment funds/foreign portfolio investors, mutual funds / pension funds, multilateral financial institutions, qualified institutional buyers and/or other incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Company (collectively the ‘Investors’), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, through one or more prospectus and/or letter of offer or circular, and/or placement document and/or on private placement basis, at such time or times, at such price or



prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Securities so issued and allotted, could give rise to the issue of Equity Shares aggregating (inclusive of such premium as may be fixed on the securities) for an amount not exceeding to Rs. 100 Crore or an amount equivalent in foreign currency USD 12Million, in one or more tranches.

RESOLVED FURTHER THAT:

- a. the offer, issue and allotment of the Equity Shares shall be made at appropriate time or times, as may be approved by the Board subject, however, to applicable laws, guidelines, notifications, rules and regulations; and
- b. the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company, including receipt of dividend that may be declared for the financial year in which the allotment is made in terms of the applicable laws.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be made to Qualified Institutional Buyers within the meaning of the ICDR Regulations, such Securities shall be allotted as fully paid-up and the allotment of such Securities shall be completed within 365 days from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued by way of a qualified institutional placement under the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations.

RESOLVED FURTHER THAT subject to applicable laws, the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares pursuant to the proposed issue, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity shares capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced proportionately;
- b) in the event of the Company making rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing Members;



- c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer, and all such Equity Shares shall be issued in accordance with the terms of the Memorandum of Association and Articles of Association and shall rank pari-passu inter-se and with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, determination of investors to whom the Securities will be offered and allotted in accordance with applicable law, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document(s) and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one or



more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT

- i. the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- ii. the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company;
- iii. the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- iv. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memoranda, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), as may be required.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of its powers herein conferred by this resolution to any Committee of Director or Directors or any one or more executives of the Company to give effect to the above resolutions.”

5. AMENDMENT OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To amend Object Clause of the Memorandum of Association of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special resolution:

“**RESOLVED THAT** pursuant to Section 13 & other applicable provisions, if any, of the Companies Act, 2013 including Rules made there under as well as any other applicable laws for the time being in force & such other approvals, permissions and sanctions, as may be necessary, the existing Main Objects of Clause III (A) be and are hereby altered by adding with the following as under:



11. To carry on the business of Manufacturers, Producers, Assemblers, Dealers, Importers, Exporters, Stockists, Distributors, Agents or otherwise deal in manufacturing of Lead Acid Batteries, Lithium Batteries, Battery Containers, Cells , Solar Panels, Solar Systems, Electric Vehicles, Spare Parts, Motors and Controllers etc.

12. To recycling of batteries, charging stations, or chargers, providing charging set up plant for infrastructure by way of collaborating with other partners/stakeholders and to support the widespread adoption of charging stations for public, private, and commercial use and to deal through online or offline e-commerce websites.

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

**Sd/-
Kanika Chawla
Company Secretary**

**Place: New Delhi
Date: 08.08.2024**

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 41st 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
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 there under 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 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 The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at 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

- 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 with a copy to 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 2023-24 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 mentioning their Folio No. / DP ID and Client ID. The Notice convening the 41st AGM has been uploaded on the website of the Company at www.mnil.in and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. at www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com
- 19.** The cut-off date, i.e. Tuesday, 03rd September 2024, 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 Tuesday, the 03rd September 2024 to Wednesday, the 10th September, 2024 (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.** 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 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.



24. 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.
25. 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.
26. 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 financial year 2024-25.
27. 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.
28. 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 ARE AS UNDER:-

The remote e-voting period begins on 07-09-2024 at 09:00 A.M. and ends on 09-09-2024 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. 03.09.2024, 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 03.09.2024.

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 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 IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-



	<p>Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 2. 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. 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 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. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </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"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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



	<p>for casting your vote during the remote e-Voting period. 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 www.cdslindia.com and click on login & 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</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 evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>



B) Login Method for e-Voting 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

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

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
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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

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

**Place: New Delhi
Date: 08.08.2024**

**Sd/-
Kanika Chawla
Company Secretary**



EXPLANATORY STATEMENT

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

Items to Special Business:

ITEM NO. 3:-

INCREASE IN AUTHORISED SHARE CAPITAL

Members are requested to note that presently, the Authorised Share Capital of the Company is INR 28,25,00,000/- (Rupees Twenty Eight Crore Twenty Five Lakhs only) divided into 2,82,50,000 (Two crore Eighty Two Lakhs Fifty Thousand only) equity shares of INR 10/- (Rupees Ten Only) each out of which the Issued, Subscribed and Paid-up Share Capital of the Company is INR 3,34,75,000/-

The Company on February 07, 2024, has allotted 2,30,00,000 (Two Crore and Thirty Lakhs Only) 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/- per Warrant and the Company has received Rs.8.62 Crores as subscription money of Convertible warrant into equity issued on preferential basis.

Members are requested to note that to enable the Company for further issue of Equity Shares, it is proposed to increase the Authorised Share Capital of the Company from INR 28,25,00,000/- (Rupees Twenty Eight Crore Twenty Five Lakhs only) divided into 2,82,50,000 (Two crore Eighty Two Lakhs Fifty Thousand only) equity shares of INR 10/- (Rupees Ten Only) each to INR 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore only) equity shares of INR 10/- (Rupees Ten only) Each, by addition of 2,17,50,000 (Two Crore Seventeen Lakhs Fifty thousand only) Equity shares of Rs.10/- each. Increase in Authorised Share Capital would necessitate amendment to the Clause-V of the Memorandum of Association of the Company and require member's approval by passing an Ordinary Resolution.

None of the directors and key managerial personnel of the Company and their relatives are interested in this resolution.

The Board recommends the passing of resolution set out in Item No. 3 as an Ordinary Resolution.

ITEM NO. 4:-

RAISING OF FUNDS

To facilitate this acquisition and potentially pursue other strategic business opportunities, alliances, and ventures as deemed fit by management, our company requires additional funding. The Board of Directors of your Company in their meeting duly held on 08.08.2024 considered and approved the proposal to raise additional funds for an amount not exceeding to Rs. 100 Crore or an amount equivalent in foreign currency to USD 12 Million, in one or more tranches, by way of issuance of securities, convertible instruments, FCCB, QIP/Preferential Allotment/GDRs, or any combination thereof, subject to all statutory approvals and in accordance with the SEBI (ICDR) Regulations and other applicable laws, and to identify the list of proposed allottees for the aforesaid purpose,

The Board may in their discretion adopt any one or more of the mechanisms to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed issue of capital is subject to the approvals of the by the Securities and Exchange Board of India and any other government/regulatory approvals as may be required in this regard.



In case the issue is made through a qualified institutions placement, the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations (not be less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the Relevant Date', less a discount of not more than 5%). Moreover, as per the same regulations, the Company shall not make any subsequent QIP until the expiry of two weeks from the date of the prior QIP made pursuant to one or more special resolutions. The Relevant Date for this purpose would be the date when the Board or a duly authorized Committee of the Board decides to open the qualified institutions placement for subscription, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board decides to open the issue of the convertible securities as provided under Chapter VI of the SEBI ICDR Regulations.

The Company proposes to utilize the funds raised through the proposed issuance to support growth and expansion and general corporate purposes.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares to be allotted would be listed on one or more stock exchanges in India and in case of GDR internationally. The offer/ issue/ allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Section 62(1)(a) of the Act provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing Members of such company in the manner laid down therein unless the Members by way of a special resolution in a General Meeting/ postal ballot decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than existing Members of the Company, consent of the Members is also being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding, if any.



ITEM NO. 5:- AMENDMENT OF THE OBJECT CLAUSE OF THE MOA (MEMORANDUM OF ASSOCIATION)

The primary objective of amending the Object Clause of the Memorandum of Association (MOA) is to align the company's activities with its evolving business strategy and market opportunities. This amendment will expand the scope of our operations, reflecting our commitment to not only manufacturing and dealing in advanced energy solutions but also enhancing our engagement in the rapidly growing sectors of renewable energy and electric mobility.

The existing Object Clause of our MOA restricts our activities to a limited range of operations, primarily focusing on specific aspects of energy solutions and manufacturing.

The proposed amendment aims to broaden our scope and include the following activities:

1. Manufacturing and Dealing Activities,
2. Recycling and Charging Infrastructure,
3. E-commerce and Online Platforms: To conduct business through online or offline e-commerce websites, facilitating the distribution and sale of the products and services.

The proposed amendment to the Object Clause is a strategic move designed to enhance our business capabilities, support sustainability initiatives, and capitalize on growth opportunities in the energy and transportation sectors. We believe these changes will drive our long-term success and align with our vision of being a leading provider of innovative energy solutions.

The "Main Object" clause of the Memorandum of Association of the Company is being amended by addition of Clause III (A). The Board at its meeting held on August 08, 2024 has approved alteration of the MOA of the Company and the Board now seeks Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

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

**Place: New Delhi
Date: 08.08.2024**

**Sd/-
Kanika Chawla
Company Secretary**

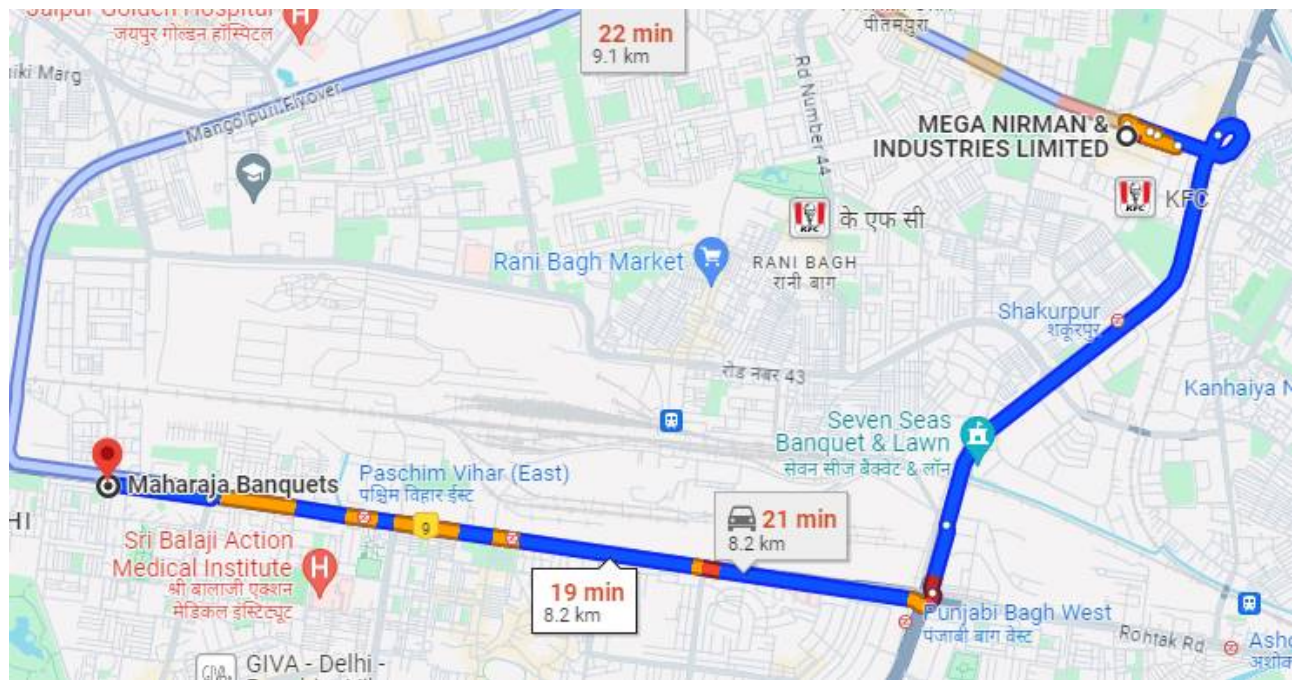


MEGA NIRMAN & INDUSTRIES LIMITED
Route Map of the venue of 41st Annual General Meeting

Day: Tuesday
Date: September 10th, 2024
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 41st Annual General Meeting the members of the Company to be held on **Tuesday, 10/09/2024 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
	<u>ORDINARY BUSINESS</u>		
1.	CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.		
2.	RE-APPOINT OF MR. ANAND RAI (DIN: 06855524), DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT		
3.	INCREASE IN AUTHORISED SHARE CAPITAL		
4.	RAISING OF FUNDS		
5.	AMENDMENT OF THE OBJECT CLAUSE OF THE MOA		



* Applicable for investors holding shares in Electronic form.

Signed this _____ day of _____ 2024

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 LIMITED

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

Phone: 011 - 43590917||email: secretarial.mnil@gmail.com

CIN: L70101DL1983PLC015425



ATTENDANCE SLIP

**41st Annual General Meeting, Tuesday, 10/09/2024 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 **41st 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 Tuesday, 10/09/2024 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 31st March, 2024 are 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.

Company has recently started working on EV (Electric Vehicle) charging.

We have also applied for a trademark under the name 'Megacharge.' MegaCharge offers comprehensive EV charging solutions including public charging stations with battery swapping and Level 2 AC charging, residential and fast DC chargers, and an app that integrates various charging stations.

During the current financial year the Company has made turnover of Rs. 23.97 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 2024 vs. FY 2023 is provided below:



(Rs. In Lakhs)

Particulars	2024	2023
EQUITY AND LIABILITIES		
Share capital	334.75	334.75
Reserves and surplus	969.10	160.02
Net worth	1303.85	494.77
Non- current liabilities	-----	-----
Current liabilities	654.35	658.80
Total	1958.20	1,153.57
ASSETS		
Non-current assets	873.029	871.142
Current assets	1085.176	282.432
Total	1958.205	1153.57

2. Profit and Loss analysis:

A comparative table showing synopsis of FY 2024 vs. FY 2023 is provided below:

(Rs. In Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Income	23.971	169.185
Total Expenditure	77.346	167.557
Net Profit/(Loss) before Tax (PBT)	-53.37	1.628
Provision for Income Tax-Current	--	(0.463)
Provision for Deferred Tax	(0.037)	0.046
Profit for the period	(53.41)	1.21

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 41st Annual Report together with audited financial statements & accounts for the financial year ended March 31, 2024.

1. FINANCIAL RESULTS

Particulars	<u>(Amount in Lakhs)</u>	
	Year ended March 31, 2024	Year ended March 31, 2023
Income	23.971	169.185
Total Expenditure	77.346	167.557
Net Profit / (Loss) before Exceptional and Extraordinary items and Tax	-53.37	1.628
Extraordinary items	--	-
Net Profit/(Loss) before Tax (PBT)	-53.37	1.628
Provision for Income Tax-Current	----	0.463
Provision for Deferred Tax	(0.037)	0.046
Profit for the period	(53.41)	1.21

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 2023-24.



4. CAPITAL STRUCTURE / STOCK OPTION

Authorised Share Capital:

The authorized share capital of the Company as at March 31, 2024 was Rs. 28, 25, 00,000/-

Paid-up Share Capital:

The paid-up share capital as at March 31, 2024 stands at Rs. 3,34,75,000/- comprising of 33,47,500 equity shares of Rs. 10/- each fully paid up.

During the year, the Company has issued and allotted 2,30,00,000 warrants, each convertible into one equity share of Rs 10 each, on Preferential allotment basis at an issue price of Rs 15 per warrant (Including Premium), to the certain identified non-promoter persons/entity and other public category upon receipt of 25% of the issue price (i.e. Rs. 3.75 per warrant) as warrant subscription money. Balance 75% of the issue price (i.e. Rs 11.25 per warrant) shall be payable within 18 months from the date of allotment i.e. August 07, 2025 at the time of exercising the option to apply for fully paid-up equity share of Re 10 each of the Company, against each warrant held by the warrant holder. The respective allottees have not yet exercised their option for conversion of the warrants into equity shares and accordingly, balance 75% money towards such remaining warrants is yet to be received.

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:

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



Key Managerial Personnel

In compliance with the provisions of Section 203 of the Companies Act, 2013 and rules made there under, 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. Ramanuj Murlinarayan Darak	Whole Time Director	July 21, 2022	-
2.	Ms. Kanika Chawla	Company Secretary	August 10, 2019	-
3.	Mr. Himanshu Gopal	Chief Financial Officer	August 27, 2019	-

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

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, 2024, the Board met 6 times, Audit Committee met 4 times and Nomination & Remuneration Committee met 1 time. 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 2023-24 one meeting of the Independent Directors was held on 25.03.2024 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 there under, 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 2023-24. 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 39th AGM till the conclusion of 44th 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, 2024 on the financial statements of the Company forms a part of this Annual Report. There is disclaimer of opinion in the Auditors' Reports. The Board takes 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 29/05/2024 had appointed **M/s Apoorv & Associates (COP No. 21063)**, to undertake the Secretarial Audit of the Company for the Financial Year 2023-24. 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-1** 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 embeds 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 2023-24. 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 has been created.
- There is a dedicated e-mail id 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, 2024 shall be uploaded on the website of the Company and can be accessed through the link 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). 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 not 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, 2024 and of the profits of the company for the year ended March 31, 2024;
- 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

Place : New Delhi
Date : 08/08/2024

Ankan Gupta
Director
DIN: 10187896

Sushma Jain
Director
DIN: 08545336



FORM NO MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
MEGA NIRMAN & INDUSTRIES LIMITED
811-812 Aggarwal Cyber Plaza-1, Netaji Subhash place,
Pitampura, Shakur Pur I Block, North West Delhi, India-110034

We 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 us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our Opinion thereon.

Based on our verification of **the Company’s** 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, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2024, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2024 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: ***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 non-convertible Securities) Regulations, 2021; **(Not applicable to the Company during the audit period)**



- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 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) Labor Laws: As per information received by the Company none of the Labor Laws applicable on the Company

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

1. Mr. Govind Swaroop Mishra, Mr. Monendra Srivastava and Mrs. Sushma Jain, independent directors in the company have not applied to the institute for inclusion of their name in the data bank and have not passed self-assessment test as conducted by the Indian Institute of Corporate Affairs (IICA) during the year ended March 31, 2024. Hence they stand ineligible to be appointed as such in the office of independent directors in the Company. It is a violation of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and rules made there under.

2. Company has purchased structured digital database (SDD) software on 21.07.2023

3. The Company has made investment in 2,00,000 equity shares Rs. 10/- each of Yuvraj International Ltd. but has failed to provide the respective share certificate.

We 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

We further report that as per explanation given to us and the representations made by the Management and relied upon by us 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: 08/08/2024

Place: Delhi

**For Apoory & Associates
Company Secretaries**

Sd/-

**CS Apoory Srivastava
Proprietor**

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

Unique Code Number S2018UP633000

Peer Review Certificate No:4064/2023

UDIN:F012734F000928761

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
811-812 Aggarwal Cyber Plaza-1, Netaji Subhash place,
Pitampura, Shakur Pur I Block, North West Delhi, India-110034

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the 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 nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 08/08/2024

Place: Delhi

**For Apoornv & Associates
Company Secretaries**

Sd/-

**CS Apoornv Srivastava
Proprietor**

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

Unique Code Number S2018UP633000

Peer Review Certificate No:4064/2023

UDIN: F012734F000928761

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 2023-24 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 2023-24 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 envisage 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 there under. 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 31st March, 2024.

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 (re-appointment for second term)	May 05, 2021	May 04, 2026
3.	Mrs. Sushma Jain (re-appointment for second term)	August 25, 2024	August 24, 2029
4.	Mr. Govind Swaroop Mishra	October 12, 2022	October 11, 2027

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 six times i.e. on 30/05/2023, 21/07/2023, 25/08/2023, 10/11/2023, 03/01/2024 and 07/02/2024.



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, 2024 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:

Monendra is chairman in ace audit committee

Name and Designation	Category	No. of Board Meetings		Last AGM Attendance	No. of other Directorship & Committee Member/Chairmanship in other Companies\$		
		Held during Year 2023-24	Attended		Attended	Directorship	Committee Membership
Mr. Monendra Srivastava (DIN:07489845)	Independent Director	6	6	NO	1	2	1



Mr. Ramanuj Murlinarayan Darak (DIN: 08647406)	Wholetime Director	6	6	NO	0	0	0
Mr. Anand Rai (DIN: 06855524)	Executive Director	6	6	YES	0	0	0
Mrs. Sushma Jain (DIN: 08545336)	Independent Director	6	6	YES	2	2	2
Mr. Zabihullah Burhani (DIN: 07097788)	Executive Director	6	2	NO	0	0	0
Mr. Mohan Jagdish Agarwal (DIN: 07627568) # Cessation w.e.f. 21.07.2023	Executive Director	6	1	NA	5	1	-
Mr. Govind Swaroop Mishra (DIN: 09763273)	Independent Director	6	4	YES	-	-	-
Mr. Ankan Gupta (DIN: 10187896) *Appointed w.e.f. 01.06.2023	Executive Director	6	5	YES	-	-	-

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, 2024 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:z

Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
Mr. Monendra Srivastava	Mr. Monendra Srivastava	Mr. Monendra Srivastava (Chairman)
Mr. Anand Rai	Ms. Sushma Jain (Chairman)	Ms. Sushma Jain
Mrs. Sushma Jain (Chairman)	Mr. Govind Swaroop Mishra	Mr. Anand Rai

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



Name of the Directors	No. of Committee Meeting			
	Audit Committee		Nomination & Remuneration Committee	
	Held	Attendance	Held	Attendance
Mr. Monendra Srivastava	4	4	1	1
Mr. Anand Rai	4	4	NA	NA
Ms. Sushma Jain	4	4	1	1
Mr. Govind Swaroop Mishra	NA	NA	1	1

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 there under 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 four times i.e. on 30/05/2023, 21/07/2023, 10/11/2023 and 07/02/2024.

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 one time i.e. on 30/05/2023.

(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, 2024.

(iv) Transfers, Transmissions etc. approved

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



The Company had 2796 shareholders as on March 31, 2024.

D) ANNUAL PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued there under, 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 2023-24.

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 2023-24, 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:

Financial Year	Date	Time	Location
2022-23 (40 th AGM)	September 27, 2023	11:00 AM	Maharaja Banquets, A-1/20A, Paschim Vihar, (Opposite Metro Pillar No. 256), Main Rohtak Road, New Delhi-110063
2021-22 (39 th AGM)	August 20, 2022	10:00 AM	Maharaja Banquets, A-1/20A, Paschim Vihar, (Opposite Metro Pillar No. 256), Main Rohtak Road, New Delhi-110063
2020-21(38 th 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.

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
40 th AGM	September 27, 2023	1. To approve preferential allotment of up to 2,50,00,000 (two crore and Fifty Lakhs) fully convertible warrants to the persons belonging to non-promoter, public category 2. Re-Appointment of director, Mrs. Sushma Jain (DIN: 08545336) for second term as independent director of the Company.
39 th AGM	August 20, 2022	1. Amendment of the object clause of the memorandum of association 2. Approval for name change of the company from "Mega Nirman & Industries Limited" to Mega Industries Limited" 3. reclassification of promoter of the company as public shareholders
38 th AGM	August 05, 2021 (11:00) A.M.	Alteration in Articles of Association of the Company, (Amended and replaced the Article "CALLS ON SHARES)



iii. Special Resolutions passed through Postal Ballot during FY 2023-24

During the year ended 31st March, 2024, 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 2023-24. 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

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 2023-24 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 Financial year 2024-25 (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://mnnil.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.

I) 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.mnnil.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 41st Annual General Meeting

As per notice of 41st Annual General Meeting, the meeting is scheduled to be held on Tuesday, the 10th day of September, 2024 at 11:00 A.M. at Maharaja Banquets, 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 2024-25 is as follows:

Item	Tentative Dates*
First Quarter Results	August 08, 2024
Second Quarter Results	Before 14 th November, 2024
Third Quarter Results	Before 14 th February, 2025
Audited Annual Results for the year	Before 30 th May, 2025

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

iii. Book Closure & Dividend Payment Dates

Book Closure date is as per Notice of 41st Annual General Meeting. Further, no dividend has been recommended for the year ended March 31, 2024.

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 2023-24 is given hereinafter:

Month	BSE	
	High(₹)	Low(₹)
Apr-23	18.00	13.78
May-23	17.16	13.15
Jun-23	14.52	11.95
July-23	14.50	11.61
Aug-23	15.12	11.13
Sep-23	14.95	12.46
Oct-23	14.30	11.21
Nov-23	12.98	10.90
Dec-23	21.78	11.75
Jan-24	14.53	10.83
Feb-24	19.90	12.25
Mar-24	19.60	15.55

vi. 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
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Our Company on February 07, 2024, has issued and allotted 2,30,00,000 (Two Crore and Thirty Lakhs Only) 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/- per Warrant.

vii.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 dematerialized shares are transferred directly to the beneficiaries by the depositories.

viii.Distribution of shareholding as on March 31, 2024

(a) Value Wise

Shareholding of Nominal value(in `)	Shareholders		Shareholding	
	Number	%	Number	%
Upto 5000	2450	87.62	190664	5.69
5001 to 10000	142	5.07	116274	3.47
10001 to 20000	58	2.07	92038	2.74
20001 to 30000	27	0.96	69908	2.08
30001 to 40000	22	0.78	76601	2.28
40001 to 50000	14	0.54	68050	2.03
50001 to 100000	33	1.18	234403	7.05
100001 and above	50	1.78	2499562	74.66
Total	2796	100	3347500	100



(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	257172	7.68
4	Non-Resident Indians	12824	0.39
5	FII/Foreign Investors	0	0
6	Indian Public	2967242	88.64
7	Others	35162	1.05
	Total	3347500	100

CAPITAL STRUCTURE OF COMPANY

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

ix. Unclaimed Dividends

There are no unclaimed dividends, details of which are required to be given as at the March 31, 2024.

x. Equity Shares in Unclaimed Suspense Account

There are no equity shares which are lying in the unclaimed suspense account as at March 31, 2024.

xi. 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.

xii. 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**.



xiii. 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, 2024. 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, 2024 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).

xiv. 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
- SEBI vide its circular dated 26th 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.

BEETAL FINANCIAL AND COMPUTER SERVICES PVT. LTD.	MEGA NIRMAN & INDUSTRIES LIMITED	COMPLIANCE OFFICER
Beetal House, 99 Madangir, Behind Local Shopping Centre, New Delhi-110062 <u>Tel:011-29961281-83</u> Fax:01129961284	CIN: L70101DL1983PLC015425 811-812, Aggarwal Cyber Plaza-1, Netaji Subhash Place, Pitampura, Delhi-110034 E-mail: secretarial.mnil@gmail.com Website: www.mnil.in Tel: +91 011-43590917	Ms. Kanika Chawla (Company Secretary) E-mail: secretarial.mnil@gmail.com Website: www.mnil.in

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 31st March, 2024 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, 2024.

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, 2024.

For Mega Nirman & Industries Limited

Sd/-

Place: New Delhi

Date: 08/08/2024

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 there under 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 there under or any other enactment for the time being in force.



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

To
The Members,
MEGA NIRMAN & INDUSTRIES LIMITED
811-812 Aggarwal Cyber Plaza-1, Netaji Subhash place,
Pitampura, Shakur Pur I Block, North Delhi, IN, 110034

1. We have examined the compliance of conditions of Corporate Governance by **MEGANIRMAN & INDUSTRIES LIMITED** (CIN: L70101DL1983PLC015425) (hereinafter referred as “the Company”) for the year ended March 31, 2024, 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, 2024 except for the following.

- 1) Mr. Monendra Srivastava, Mrs. Sushma Jain and Mr. Govind Swaroop Mishra are independent directors in the Company have not applied to the institute for inclusion of their name in the data bank and have not passed self-assessment test as conducted by the Indian Institute of Corporate Affairs (IICA) during the year ended March 31, 2024. Hence they stand ineligible to be appointed as such in the office of independent directors in 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: 08/08//2024

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:F012734F000927252

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 31st, 2024 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: 29/05/2024

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

**811-812 Aggarwal Cyber Plaza-1, Netaji Subhash place,
Pitampura, Shakur Pur I Block, Delhi, IN, 110034**

We 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 811-812 Aggarwal Cyber Plaza-1, Netaji Subhash place, Pitampura, Shakur Pur I Block, Delhi, India, 110034 (hereinafter referred to as 'the Company'), produced before us 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 our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 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	25/06/2021
2.	Zabihullah Burhani	07097788	11/01/2021
3.	Monendra Srivastava	07489845	05/05/2016
4.	Sushma Jain	08545336	26/08/2019
5.	Ramanuj Murlinarayan Darak	08647406	20/08/2022
6.	Govind Swaroop Mishra	09763273	12/10/2022
7.	Ankan Gupta	10187896	01/06/2023



**the date of appointment is as per the MCA portal*

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: 07/08 /2024

Place: Delhi

**For Apoornv & Associates
Company Secretaries**

Sd/-

**CS Apoornv Srivastava
Proprietor**

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

Unique Code Number S2018UP633000

Peer Review Certificate No:4064/2023

UDIN: F012734F000921136



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, 2024, 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 Trade Receivables Rs. 5,39,43,365/-, Trade Payables Rs. 6,51,69,901/-and Misc. Expenditure (Assets) Rs. 52,22,886/- as at 31st March 2024 .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.

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, 2024 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 2024 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, 2024 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, 2024 on its financial position in its standalone financial statements - Refer Note 33 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



- (vi) Based on our examination which included test checks, the company has used accounting software for maintaining its books of account which has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

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

Sd/-
CA Akhil Mittal
Partner
(Membership No. 517856)
Place: New Delhi
Date: 29/05/2024
UDIN: [24517856BKHCCM8525](#)

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 2024 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, 2024 for a period of more than six months from the date they became payable except followings:

Name of Statute	Nature of dues	Amount (‘00)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act	Income Tax U/s 143(1)a	1374.60/-	A Y 2018-19	Date of Demand 01st May 2020 No Rectification action has been taken against the demand
CGST Act	GST Demand	3556.36/-	A Y 2017-18	Date of Demand 20 th Oct 2020 No Rectification action has been taken against the demand
CGST Act	GST Reversal of Input	20,138.91/-	A Y 2018-19 - 2021-22	GST Reversal has not been done as per U/s 16(2) CGST 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 made allotment by way of issue of share warrants in our opinion and according to information and explanations given to us the Company has utilized the monies raised by way of preferential allotment for the purpose for which they were raised however there is also an unutilized amount which is mentioned in the (Note No.40 to the standalone financial statement).
- 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 have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- 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 incurred cash losses during the financial year amounting to Rs.53,41,365/-.
- xviii) There has been no resignation of the statutory auditors during the year. Therefore, provisions of clause (xviii) of Paragraph 3 of the Order are not applicable to the Company.
- 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

Sd/-
(CA Akhil Mittal)
Partner
M.No. 517856
Dated: 29/05/2024
UDIN:[24517856BKHCCM8525](#)



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, 2024 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 Trade Receivables Rs. 5,39,43,365/-, Trade Payables Rs. 6,51,69,901/-and Misc. Expenditure (Assets) Rs. 52,22,886/- as at 31st March 2024 .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.

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, 2024.

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)

Sd/-

CA Akhil Mittal

Partner

(Membership No. 517856)

Place: New Delhi

Date: 29/05/2024

UDIN: [24517856BKHCCM8525](https://www.icaai.org/UDIN/24517856BKHCCM8525)

MEGA NIRMAN & INDUSTRIES LIMITED
CIN: L70101DL1983PLC015425
BALANCE SHEET AS AT 31ST MARCH 2024

Amount in '00

Particulars	Note No.	As at 31st March 2024	As at 31st March 2023
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	5,247.16	4,067.78
(b) Financial Assets			
(i) Investments	4	20,000.00	20,000.00
(ii) Loans	5	80,000.00	80,000.00
(iii) Trade Receivables	6	714,794.72	714,049.72
(c) Other Non Current Assets		52,228.86	52,228.86
(d) Deferred Tax Assets (Net)		758.82	796.57
Current assets			
(a) Inventories	7	-	-
(b) Financial Assets			
(i) Loans	8	253,861.50	272,942.54
(ii) Cash and cash equivalents	9 (a)	3,609.16	2,423.87
(iii) Bank Balance other than (ii) above	9 (b)	815,091.72	-
(c) Other Current Assets	10	7,617.33	4,553.57
(d) Current Tax Assets (Net)	11	4,996.81	2,512.66
Total Assets		1,958,206.08	1,153,575.57
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	12	334,750.00	334,750.00
(b) Other Equity	13	969,105.08	160,025.45
Liabilities			
Non-Current liabilities			
(a) Financial Liabilities			
(i) Trade Payables			
(A) Total outstanding dues of Small Enterprises and Micro enterprises		-	-
(B) Total outstanding dues of creditors other than small enterprises and micro enterprises	14	-	-
Current liabilities			
(a) Financial Liabilities			
(i) Trade Payables	15		
(A) Total outstanding dues of Small Enterprises and Micro enterprises		617.73	539.38
(B) Total outstanding dues of creditors other than small enterprises and micro enterprises		651,081.28	656,934.66
(b) Provision	16	533.45	8.80
(c) Other Current Liabilities	17	2,118.54	1,317.28
Total Equity and Liabilities		1,958,206.08	1,153,575.57

Summary of Significant Accounting Policies

1-2

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: 29.05.2024
 UDIN: : 24517856BKHCCM8525

Ramanuj Murlinarayan Darak
 Wholetime Director
 DIN:08647406

Ankan Gupta
 Director
 DIN: 10187896

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 2024

Amount in '00

Particulars	Note No.	For the year ended 31st March 2024	For the year ended 31st March 2023
INCOME			
I. Revenue from operations	18	-	152,235.00
II. Other Income	19	23,971.12	16,950.02
III. Total Income (I+II)		23,971.12	169,185.02
IV. Expenses			
Purchases of Stock-in-Trade	20	-	-
Changes in inventories of Stock-in-Trade and work-in-progress	21	-	146,009.20
Employee benefits expense	22	19,649.89	11,820.00
Finance costs	23	10.82	39.29
Depreciation and amortization expense	24	1,625.71	1,449.48
Other expenses	25	56,060.35	8,239.30
Total Expenses (IV)		77,346.77	167,557.27
V. Profit/(Loss) before tax (III-IV)		(53,375.65)	1,627.75
VI. Tax expense:			
Current Tax		-	463.41
Deferred Tax		37.75	(45.66)
VII. Profit/(Loss) for the year (V-VI)		(53,413.40)	1,210.00
VIII. Other Comprehensive Income			
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,		-	-
IX. Total Comprehensive Income for the year (Comprising (Loss) and Other Comprehensive Income for the year)		(53,413.40)	1,210.00
X. Earnings per equity share:	31		
(1) Basic		(1.60)	0.04
(2) Diluted		(1.60)	0.04

Summary of Significant Accounting Policies (1-2)

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

CA Akhil Mittal
Partner
M.No. 517856
Place : New Delhi
Date: 29.05.2024
UDIN: : 24517856BKHCCM8525

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

Ramanuj Murlinarayan Darak **Ankan Gupta**
Wholtime Director **Director**
DIN:08647406 **DIN: 10187896**

Kanika Chawla **Himanshu Gopal**
Company Secretary **Chief financial Officer**
M. No. A50543 **PAN: BOTPG1406C**

MEGA NIRMAN & INDUSTRIES LIMITED
CIN: L70101DL1983PLC015425
CASH FLOW STATEMENT AS AT 31st MARCH 2024

Amount in '00

Particulars	As at 31st March 2024	As at 31st March 2023
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Taxation	(53,375.65)	1,627.75
<i>Add: Adjustment For :-</i>		
Depreciation and amortization expenses	1,625.71	1,449.48
Interest Income	(23,971.12)	(16,814.32)
Reversal of Provision for Tax	(6.98)	(554.69)
Operating Loss Before Working Capital Change	(75,728.04)	(14,291.78)
<i>Adjustment For :-</i>		
(Increase)/decrease in Loans & Advances	19,081.04	(15,352.71)
(Increase)/decrease in Trade Receivables	(745.00)	(128,632.59)
(Increase)/decrease in Other Current Assets	(3,063.76)	1,125.76
(Increase)/decrease in Inventories	-	146,009.20
(Increase)/decrease in Current Tax Assets	(2,484.15)	1,625.50
Increase/(decrease) in Trade Payables	(5,775.03)	(5,817.73)
Increase/(decrease) in Current Liabilities	1,325.91	(2,086.98)
Cash flow used in Operation	8,339.01	(3,129.55)
Less: Direct Tax Paid	-	(463.41)
NET CASH USED IN OPERATING ACTIVITIES (A)	(67,389.02)	(17,884.74)
CASH FLOW FROM INVESTING ACTIVITIES		
Investments in bank deposits	(815,091.72)	
Purchase of property, plant and equipments	(2,805.09)	-
NET CASH USED IN INVESTING ACTIVITIES (B)	(817,896.81)	-
CASH FLOW FROM FINANCING ACTIVITIES		
Interest Income	23,971.12	16,814.32
Money received under share warrants	862,500.00	-
NET CASH GENERATED FROM FINANCING ACTIVITIES (C)	886,471.12	16,814.32
Net Changes in Cash & Cash Equivalents (A+B+C)	1,185.29	(1,070.42)
Opening balance of Cash & Cash Equivalents	(2,423.87)	(3,494.29)
Closing Balance of Cash & Cash Equivalents	3,609.16	2,423.87
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENT	1,185.29	(1,070.42)

Significant Accounting Policies (Note 1-2)

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: 29.05.2024
UDIN: : 24517856BKHCCM8525

Ramanuj Murlinarayan Darak
Wholetime Director
DIN:08647406

Ankan Gupta
Director
DIN: 10187896

Kanika Chawla
Company Secretary
M. No. A50543

Himanshu Gopal
Chief financial Officer
PAN: BOTPG1406C

MEGA NIRMAN & INDUSTRIES LIMITED
CIN: L70101DL1983PLC015425
Statement of changes in equity for the year ended March 31, 2024

(Amount in '00)

A. Equity share capital

Equity shares of Rs. 10 each issued, subscribed and fully paid up

As at April 1st, 2022	334,750.00
Changes in equity share capital	-
As at March 31, 2023	334,750.00
Changes in equity share capital	-
As at March 31, 2024	334,750.00

B. Other equity

(Amount in '00)

Particulars	Reserves and surplus			Other Comprehensive Income	Money received against share warrants	Total other equity
	Statutory Reserve	Security Premium	Retained earnings			
Balance as at April 1, 2022	-	120,000.00	39,370.16	-	-	159,370.16
Profit for the year	-	-	1,210.00	-	-	1,210.00
Other comprehensive income, net of income tax	-	-	-	-	-	-
Prior Period Adjustments	-	-	(554.70)	-	-	(554.70)
Balance as at March 31, 2023	-	120,000.00	40,025.46	-	-	160,025.46
Profit for the year	-	-	(53,413.40)	-	-	(53,413.40)
Other comprehensive income, net of income tax	-	-	-	-	-	-
Prior Period Adjustments	-	-	(6.98)	-	-	(6.98)
Share warrants issued during the year	-	-	-	-	862,500.00	862,500.00
Balance as at March 31, 2024	-	120,000.00	(13,394.92)	-	862,500.00	969,105.08

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: 29.05.2024
UDIN: : 24517856BKHCCM8525

Ramanuj Murlinarayan Darak
Wholetime Director
DIN:08647406

Ankan Gupta
Director
DIN: 10187896

Kanika Chawla
Company Secretary
M. No. A50543

Himanshu Gopal
Chief financial Officer
PAN: BOTPG1406C

MEGA NIRMAN & INDUSTRIES LIMITED

CIN: L70101DL1983PLC015425

Notes to financial statements for the year ended 31 March 2024

Note 3 - Property, Plant and Equipments

(Amount in '00)

Particulars	Office Equipments	Furniture and Fixture	Vehicles	Plant and Machinery	Total
Cost:					
Balance as at 31st March 2022	1,331.30	150.90	14,300.00	4,808.00	20,590.20
Additions during the year	-	-	-	-	-
Deletions during the year	-	-	-	-	-
Balance as at 31st March 2023	1,331.30	150.90	14,300.00	4,808.00	20,590.20
Additions during the year	1,595.09	1,210.00	-	-	2,805.09
Deletions during the year	-	-	-	-	-
Balance as at 31st March 2024	2,926.39	1,360.90	14,300.00	4,808.00	23,395.29
Depreciation:					
Balance as at 31st March 2022	1,063.04	148.33	13,861.56	-	15,072.94
Depreciation for the year	63.78	0.80	138.82	1,246.08	1,449.48
Disposals	-	-	-	-	-
Balance as at 31st March 2023	1,126.83	149.13	14,000.38	1,246.08	16,522.42
Depreciation for the year	320.55	280.45	94.44	930.27	1,625.71
Disposals	-	-	-	-	-
Balance as at 31st March 2024	1,447.38	429.58	14,094.82	2,176.35	18,148.13
Net Block:					
Balance as at 31st March 2024	1,479.02	931.32	205.18	2,631.65	5,247.16
Balance as at 31st March 2023	204.47	1.77	299.62	3,561.92	4,067.78

*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 2024

Note 4 - Investments

(In 00's)

Particulars	As at 31st March 2024	As at 31st March 2023
Non Current		
At Cost		
Unquoted Investments (Fully paid up)		
Investment in Equity Instruments	20,000.00	20,000.00
Yuvraj International Ltd. (2,00,000 equity shares Rs. 10/- each and Previous year 2,00,000 equity share Rs. 10/- each)		
Total	20,000.00	20,000.00

Disclosure

a) Aggregate amount of quoted investments and market value thereof		
b) Aggregate amount of unquoted investments; and	20,000.00	20,000.00
c) Aggregate amount of impairment in value of investments.		

Note 5- Loans

(In 00's)

Particulars	As at 31st March 2024	As at 31st March 2023
Non Current		
At Amortised Cost		
Other Loans and Advances	80,000.00	80,000.00
Total	80,000.00	80,000.00

Note 6 - Trade Receivables

(In 00's)

Particulars	As at 31st March 2024	As at 31st March 2023
Non Current		
Unsecured Considered Good	714,794.72	714,049.72
Total	714,794.72	714,049.72

Notes:

- Trade Receivables balances are subject to confirmation during the year.
- For explanations on the Company's Credit risk management processes, refer to Note No.35 (b)

MEGA NIRMAN & INDUSTRIES LIMITED
CIN: L70101DL1983PLC015425

Notes to financial statements for the year ended 31 March 2024

Note 7 - Inventories

(In 00's)

Particulars	As at 31st March 2024	As at 31st March 2023
Current		
Stock in Trade	-	-
Total	-	-

Note:- Inventories are valued at cost or NRV which ever is lower

Note 8- Loans

Particulars	As at 31st March 2024	As at 31st March 2023
Current		
At Amortised Cost		
Unsecured, considered good		
Other Loans and Advances	250,250.70	272,942.54
Security deposits (Refer Note)	3,610.80	-
Total	253,861.50	272,942.54

Note: The company has paid a security deposit for the leased office space it occupies. This deposit is refundable at the end of the lease term, subject to the terms of the lease agreement. and the amount of security deposit is 6 month rent plus GST.

Note 9 (a) - Cash and cash equivalents

Particulars	As at 31st March 2024	As at 31st March 2023
Current		
Cash on hand	2,263.96	1,397.67
Bank Balances in current Accounts:-		
HDFC Bank Limited	1,062.53	1,026.20
AU small finance Bank Limited	282.67	-
Total	3,609.16	2,423.87

Note 9 (b) - Bank Balance other than 9 (a) above

Particulars	As at 31st March 2024	As at 31st March 2023
Bank Balances in current Accounts:-		
Bank Deposit having maturity more than 3 months but less than 12 months	815,091.72	-
Total	815,091.72	-

Note 10 - Other current assets

Particulars	As at 31st March 2024	As at 31st March 2023
Current		
Balance with Government Authorities	7,617.33	4,553.57
Total	7,617.33	4,553.57

Note :- Balance with revenue authorities includes GST Receivables

Note 11 - Current Tax Assets

Particulars	As at 31st March 2024	As at 31st March 2023
Income Tax Refund	4,996.81	2,512.66
Total	4,996.81	2,512.66

Note 12 - Equity Share Capital

(A) Reconciliation of share capital

(In 00's)

Particulars	Number	Amount
Authorised Share Capital		
Equity Shares of Re.10/- each		
As at 1 April 2022	282,500	2,825,000.00
Increase/(decrease) during the year	-	-
As at 31 March 2023	282,500	2,825,000.00
Increase/(decrease) during the year	-	-
As at 31 March 2024	282,500	2,825,000.00

Particulars	Number	Amount
Issued, Subscribed & Fully Paid up		
Equity Shares of Re.10/- each		
As at 1 April 2022	33,475	334,750.00
Increase/(decrease) during the year	-	-
As at 31 March 2023	33,475	334,750.00
Increase/(decrease) during the year	-	-
As at 31 March 2024	33,475	334,750.00

(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 2024		As at 31st March 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shree Bhuvanakaram Tradinvest Pvt. Ltd.	-	-	199,690	5.96%
Spextra Multibiz Private Limited	295,362	8.84%		

(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 2024		As at 31st March 2023	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	3,347,500	334,750.00	3,347,500	334,750.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	3,347,500	334,750	3,347,500	334,750

(E) Details of shares held by Promoters at the end of the year

Class of shares / Name of shareholder	As at 31st March, 2024		As at 31st March, 2023	
	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

Other Equity

(Amount in '00)

Particulars	Reserves and Surplus			Money Received against share Warrants *	Other Comprehensive income	Total
	Capital Reserve	Securities Premium	Retained Earnings			
As at 1 April 2022	-	120,000.00	39,370.16			159,370.16
Profit for the year	-	-	1,210.00			1,210.00
(+)Reversal of Provision of Tax	-	-	-			-
(+)Prior Period Adjustment	-	-	(554.70)			(554.70)
Other comprehensive income	-	-	-			-
Total comprehensive income	-	120,000.00	40,025.45	-	-	160,025.46
Any changes	-	-	-			-
As at 31 March 2023	-	120,000.00	40,025.45	-	-	160,025.45
Profit for the year	-	-	(53,413.40)			(53,413.40)
(+)Reversal of Provision of Tax	-	-	-			-
(+)Prior Period Adjustment	-	-	-			-
Other comprehensive income	-	-	-			-
Total comprehensive income	-	120,000.00	(13,387.94)	-	-	106,612.06
Profit for the year	-	-	-			-
Any changes	-	-	-			-
(+)Prior Period Adjustment	-	-	(6.98)			(6.98)
Share warrants issued during the year	-	-	-	862,500.00		862,500.00
As at 31 March 2024	-	120,000.00	(13,394.92)	862,500.00	-	969,105.08

- MONEY RECEIVED AGAINST SHARE WARRANTS

a) Share Warrant Application

During the year, the Company has issued and allotted 2,30,00,000 warrants, each convertible into one equity share of Rs 10 each, on Preferential allotment basis at an issue price of Rs 15 per warrant (Including Premium), to the certain identified non-promoter persons/entity and other public category upon receipt of 25% of the issue price (i.e. Rs. 3.75 per warrant) as warrant subscription money. Balance 75% of the issue price (i.e. Rs 11.25 per warrant) shall be payable within 18 months from the date of allotment i.e. August 07, 2025 at the time of exercising the option to apply for fully paid-up equity share of Re 10 each of the Company, against each warrant held by the warrant holder. The respective allottees have not yet exercised their option for conversion of the warrants into equity shares and accordingly, balance 75% money towards such remaining warrants is yet to be received.

Non Current

Note 14. Trade Payables

(Amount in '00)

Particulars	As at 31st March 2024	As at 31st March 2023
Financial liabilities carried at amortised cost:		
Non Current		
Trade payables		
- Total outstanding dues of Small Enterprises and Micro enterprises	-	-
- Total outstanding dues of creditors other than small enterprises and micro enterprises	559,401.77	559,401.77
Total financial liabilities carried at amortised cost	559,401.77	559,401.77

Current

Note 15. Trade Payables

Particulars	As at 31st March 2024	As at 31st March 2023
Financial liabilities carried at amortised cost:		
Current		
Trade payables		
- Total outstanding dues of Small Enterprises and Micro enterprises	617.73	539.38
- Total outstanding dues of creditors other than small enterprises and micro enterprises	91,679.51	97,532.89
Total financial liabilities carried at amortised cost	92,297.24	98,072.27

Notes:

- Trade payables are non-interest bearing and the balances are subject to confirmation during the year.
- For explanations on the Company's credit risk management processes, refer to Note No. 36 (b)
- 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-24	31-Mar-23
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	617.73	539.38
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
	300.00	404.98
	-	-
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)

Particulars	As at 31st March 2024	As at 31st March 2023
Provision		
TDS Payable	83.45	8.80
Audit fees payable	450.00	-
Total	533.45	8.80

Note - 17

Particulars	As at 31st March 2024	As at 31st March 2023
Others current liabilities		
Salary Payables	2,118.54	1,317.28
Total	2,118.54	1,317.28

MEGA NIRMAN & INDUSTRIES LIMITED

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Notes to financial statements for the year ended 31 March 2024

Note 18. Revenue from Operations

(In '00)

Particulars	For the period Ended 31st March 2024	For the period Ended 31st March 2023
Sale of Products	-	152,235.00
Total	-	152,235.00

Note 19. Other Income

Particulars	For the period Ended 31st March 2024	For the period Ended 31st March 2023
Interest Income	23,971.12	16,814.32
Other Non Operating Income	-	135.70
Total	23,971.12	16,950.02

Note 20. Purchase of Stock in Trade

Particulars	For the period Ended 31st March 2024	For the period Ended 31st March 2023
Purchase of Products	-	-
Total	-	-

Note 21. Change in Inventories of Stock-in-Trade

Particulars	For the period Ended 31st March 2024	For the period Ended 31st March 2023
Inventories at the beginning of the year:		
Stock in Trade	-	146,009.20
	-	146,009.20
Inventories at the closing of the year:		
Stock in Trade	-	-
	-	-
Net (increase)/ Decrease	-	146,009.20

Note 22. Employee Benefit Expenses

Particulars	For the period Ended 31st March 2024	For the period Ended 31st March 2023
Salaries & Wages	19,649.89	11,820.00
Total	19,649.89	11,820.00

Note 23. Finance Cost

Particulars	For the period Ended 31st March 2024	For the period Ended 31st March 2023
Bank Charges	10.82	39.29
Total	10.82	39.29

MEGA NIRMAN & INDUSTRIES LIMITED

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Notes to financial statements for the year ended 31 March 2024

Note 24. Depreciation and amortization expenses

(In '00)

Particulars	For the period Ended 31st March 2024	For the period Ended 31st March 2023
Depreciation Expenses	1,625.71	1,449.48
Total	1,625.71	1,449.48

Note 25. Other Expenses

Particulars	For the period Ended 31st March 2024	For the period Ended 31st March 2023
Advertisement	308.78	341.32
Auditors Remuneration	800.00	500.00
AGM Expense	352.00	374.55
Travelling and Conveyance Exp.	717.26	1,857.32
Diwali Expenses	108.00	139.00
Electricity Expenses	186.57	273.85
Rates and Taxes	212.18	131.09
Legal & Professional Charges	6,819.33	2,213.00
Other Expenses	1,263.29	616.93
Office Rent	3,360.00	400.00
Printing Stationary and Postage	266.55	276.65
Repair & Maintenance	1,043.54	530.55
Telephone Exp.	196.02	185.03
Director Sitting fees	746.00	400.00
Listing Fees	6,250.00	-
Balance written off	30,330.83	-
Share warrants issue exp	3,100.00	-
Total	56,060.35	8,239.30

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Notes Forming Part of the Financial Statements for the period ended 31st March, 2024

Note 26 a) Income Tax Expenses

(Amount in 00's)

Particulars	As at March 31, 2024	As at March 31, 2023
Current Tax		
In respect of current year	-	463.41
Deferred Tax Expense		
(Increase)/ Decrease in deferred tax assets	37.75	(45.66)
	-	-
Total	37.75	417.75

b) Income Tax recognised in Other Comprehensive Income

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
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

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Income Tax Rate	25.17%	25.17%
Profit before tax	(53,375.65)	1,627.75
Tax using the company's domestic tax rate/MAT (A)	-	409.67
Tax effect of:	-	-
Additional Deduction under Income Tax Act, 1961	-	582.05
Expenses Disallowed under Income Tax Act, 1961	-	717.91
Net Impact of addition and disallowance	-	(135.86)
Income Taxable at Other than specified rate - Capital Gains	-	-
Tax using the company's domestic tax rate/MAT (B)	-	(34.19)
Deferred Tax Reversal/(Charge)	37.75	(45.66)
Due to Change in Rate of Tax	-	-
Previous Year Tax Adjustment	-	(53.92)
Total (B)	37.75	(133.77)
(A)+(B)	37.75	275.90

Note 27 Components of Other Comprehensive Income (OCI)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
The Disaggregation of changes to OCI by each type of reserve in equity is :	-	-
Deferred Tax (Charge)/Reversal	-	-
Total	-	-

Note 28 Details of CSR expenditure as per Section 135 of Companies Act, 2013:

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
	NA	NA

Note 29 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 30 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
Ankan Gupta	Director (Appointed on 01/06.2023)
Ramanuj Murlinarayan Darak	Whole Time Director
Govind Swaroop Mishra	Director
Kanika Chawla	Company Secretary
Himanshu Gopal	Chief Financial Officer

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

NA

B. Transactions During the year with related parties

Particulars	Nature of Transactions	(Amount in '00)	
		As at 31 March 2024	As at 31 March 2023
Himanshu Gopal	Expenses	156.80	81.60
	Reimbursement	156.80	81.60
	Closing Balance	-	-
Himanshu Gopal	Salary	4,856.29	4,320.00
	Closing Balance	1,372.00	360.00
Kanika Chawla	Salary	8,202.60	7,200.00
	Closing Balance	1,403.81	600.00
Anand Rai	Director Sitting Fee	50.00	50.00
	Closing Balance	-	-
Sushma Jain	Director Sitting Fee	646.00	180.00
	Closing Balance	-	-
Govind Swaroop Mishra	Director Sitting Fee	50.00	-
	Closing Balance	-	-
Ramanuj Murlinarayan Darak	Remuneration	600.00	450.00
	Closing Balance	100.00	-
Ankan Gupta	Remuneration	4,500.00	-
	Closing Balance	500.00	-

MEGA NIRMAN & INDUSTRIES LIMITED
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Notes Forming Part of the Financial Statements for the period ended 31st March, 2024

Note 31 Earning per Share

(Amount in '00)

Particulars	As at 31 March 2024	As at 31 March 2023
Basic		
Continuing Operations		
Net Profit/(Loss) for the year from Continuing Operations	(53,413.40)	1,210.00
Net Profit/(Loss) for the year from Continuing Operations attributable to the equity shareholders	(53,413.40)	1,210.00
Weighted average number of equity share holders	3,347,500	3,347,500
Nominal Value per share	10	10
Earning per share from continuing Operation- Basic	(1.60)	0.04
Earning per share from continuing Operation- Diluted	(1.60)	0.04

Note 32 Auditor Remuneration

Particulars	As at 31 March 2024	As at 31 March 2023
Fee for Statutory Audit	500.00	500.00
Fee for Tax Audit	200.00	-
Fee for Other matters	100.00	-
	800.00	500.00

Note 33 Contingent Liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Outstanding tax demand	1,374.60	-

As per Information available, there are below mentioned contingent liabilities during the year.

a) Income tax

Amount in '00'

Contingent liabilities and commitments	Amount of Demand	Remarks
Income tax demand for the A.Y 2019-2020 for U/s 1431a	1374.60	Date of demand 29th May 2024

Mega Nirman & Industries Limited
Notes to financial statements for the year ended 31 March 2024
(Amount in Rupees, unless otherwise stated)

Note 34 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	As at
	31-Mar-24	31-Mar-23	31-Mar-24	31-Mar-23
		INR	INR	INR
FINANCIAL ASSETS				
a) Financial assets measured at amortised cost				
Investments in Equity Instruments (Refer Note 4)	20,000.00	20,000.00	20,000.00	20,000.00
Loans (Refer Note 5 & 8)	333,861.50	352,942.54	333,861.50	352,942.54
Other Financial Assets	-	-	-	-
Cash and cash equivalents (Refer Note 9 a)	3,609.16	2,423.87	3,609.16	2,423.87
Other Bank Balances (Refer Note 9 b)	815,091.72	-	815,091.72	-
Trade Receivables (Refer Note 6)	714,794.72	714,049.72	714,794.72	714,049.72
FINANCIAL LIABILITIES				
Financial liabilities measured at amortised cost				
Loans	-	-	-	-
Trade payables (Refer Note 14 & 15)	651,699.01	657,474.04	651,699.01	657,474.04
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 35 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. 7.15 crore for the F.Y. 2023-24 and are typically unsecured.

Financial instruments and cash deposits

Particulars	Note	As at 31 March 2024	As at 31 March 2023
Investments in Equity Instruments	4	20000.00	20000.00
Loans	5 & 8	333861.50	352942.54
Other Financial Assets		0.00	0.00
Cash and cash equivalents	9 (a)	3609.16	2423.87
Other Bank Balances	9 (b)	815091.72	0.00
Trade Receivables	6	714794.72	714049.72
Total		1887357.10	1089416.13

(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 2024:

Particulars	Carrying amount	Contractual cash flow	Less than 1 year	1-2 years	2-3 years	3 years and above
Loans	-	-	-	-	-	-
Trade payables	651,699.01	651,699.01	1,026.30	-	105,760.30	544,912.41
Other financial liabilities	-	-	-	-	-	-

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	657,474.04	657,474.04	830.60	105,760.30	-	550,883.14
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 36 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 and gearing ratio.

The Company's Gearing ratio was as follows:

Particulars	As at	As at
	31-Mar-24	31-Mar-23
Total liabilities *	654,351.00	658,800.12
Less: Cash and cash equivalents	3,609.16	2,423.87
Net debt	650,741.84	656,376.25
Total equity	1,303,855.08	494,775.45
Gearing ratio	0.50	1.33

* 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 2024 and 31 March 2023.

Note 37 Financial Ratios

Particulars	Numerator	Denominator	AS ON	AS ON	Difference	Reason for Difference
			MARCH 31, 2024	MARCH 31, 2023		
(a) Current Ratio	Current Assets	Current Liabilities	1.66	0.43	286.8%	Ratio Increased due to increases in current assets 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	-15.96%	0.36%	-16%	NA
(e) Inventory turnover ratio	Revenue	Average inventory	-	-	0.00%	NA
(f) Trade Receivables turnover ratio	Revenue	Average trade receivable	-	0.11	-100.00%	Ratio Decreased because of there is no Revenue during the year
(g) Trade payables turnover ratio	Purchase	Average trade payables	-	-	0.00%	NA
(h) Net capital turnover ratio	Revenue	Working capital	-	(40.45)	100.00%	There is no Revenue during the year
(i) Net profit ratio	Net Profit	Revenue	-	0.79%	-0.79%	NA
(j) Return on Capital employed	Earning before interest & taxes	Capital Employed	-4.09%	0.33%	-4.42%	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 -38 Trade Receivables Ageing Schedule

(Amount in '00)

Particulars	Outstanding for following periods from due date of payment as on 31.03.2024					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables						
a) Considered Good	-	-	131,847.59	3,700.00	579,247.13	714,794.72
b) Which have significant increase in Credit Risk	-	-	-	-	-	-
c) Credit Impaired	-	-	-	-	-	-
Less: Allowance for expected credit loss on credit impaired	-	-	-	-	-	-
Total	-	-	131,847.59	3,700.00	579,247.13	714,794.72

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) Undisputed Trade Receivables						
a) Considered Good	-	131,847.59	3,700.00	-	578,502.13	714,049.72
b) Which have significant increase in Credit Risk	-	-	-	-	-	-
c) Credit Impaired	-	-	-	-	-	-
Less: Allowance for expected credit loss on credit impaired	-	-	-	-	-	-
Total	-	131,847.59	3,700.00	-	578,502.13	714,049.72

Note -39 Trade Payables Ageing Schedule

(Amount in '00)

Particulars	Outstanding as at 31st March 2024 for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME		617.73	-	-	-	617.73
(ii) Others		408.57	-	105,760.30	544,912.41	651,081.28
(iii) Disputed dues – MSME		-	-	-	-	-
(iv) Disputed dues – Others		-	-	-	-	-
Total	-	1,026.30	-	105,760.30	544,912.41	651,699.01

Particulars	Outstanding as at 31st March 2023 for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME		539.38	-	-	-	539.38
(ii) Others		291.22	105,760.30	-	550,883.14	656,934.66
(iii) Disputed dues – MSME		-	-	-	-	-
(iv) Disputed dues – Others		-	-	-	-	-
Total	-	830.60	105,760.30	-	550,883.14	657,474.04

MEGA NIRMAN & INDUSTRIES LIMITED

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Notes forming part of the Financial Statement as at 31st March 2024

Particulars	Amount in '00'		
	Amount	Objects fulfilled	Balance
Share Warrant Proceeds			
Working Capital requirement and General Corporate Purpose	862,500.00	62,500	800,000.00

The balance amount is parked in Bank Deposits for further utilisation as per the Board Resolution

Note-41 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.

(ix) The Company has not traded or investment in crypto currency or virtual currency during the financial year.

(x) The Code on Social Security, 2020 ("Code") relating to employee benefits during employment and post-employment benefits has received Presidential assent on 28th September 2020. The Code has been published in the Gazette of India. However, the effective date of the Code is yet to be notified and final rules for quantifying the financial impact are also yet to be issued. In view of this, the Company will assess the impact of the Code when relevant provisions are notified and will record related impact, if any, in the period the Code becomes effective.

(xi) The financial statements were approved by the board of directors and authorised for issue on 30th May 2024.

**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: 29.05.2024
UDIN: : 24517856BKHCCM8525**

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

**Ankan Gupta
Director
DIN: 10187896**

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

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



MEGA NIRMAN & INDUSTRIES LIMITED

Notes to the Standalone Financial Statements for the year ended March 31, 2024

1. Company Overview, Basis of Preparation and Significant Accounting Policies

I Corporate Information

Mega Nirman & Industries Limited is a public limited company incorporated in India on 23.03.1983 vide CIN-L70101DL1983PLC015425 as a Non-govt Company limited by Shares and has its registered office at 811-812 Aggarwal Cyber Plaza-1, Netaji Subhash place, Pitampura, Shakur Pur I Block, North West Delhi, Delhi, 110034. The shares of the Company are listed on Bombay Stock Exchange. The Company is engaging in the business of precious and semi precious stone.

II Basis of Preparation

a) Statement of Compliance

These financial statements of the Company have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act') and the other relevant provisions of the Act to the extent applicable.

The financial statements up to year ended March 31, 2017 were prepared in accordance with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP) and other relevant provisions of the Act.

b) Basis of measurement

The financial statements have been prepared on the historical cost convention on accrual basis except for certain financial assets and liabilities which are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

c) Functional and Presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional and presentation currency. All amounts have been given in Rupees, unless otherwise indicated.

d) Current and Non-current classification

All Assets and Liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of the business of the Company and its business time cycle from inception of an order and its completion on realization in cash and cash equivalents, the Company has ascertained the operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.



e) **Use of judgments and estimates**

In preparing these financial statements, the Management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, the disclosure of contingent liabilities and contingent assets as at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to estimates are recognized prospectively in current and future periods.

f) **Measurement of fair values**

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non- financial assets and liabilities. The Company has an established control framework with respect to measurement of fair values. The directors are responsible for overseeing all significant fair value measurements, including Level 3 fair values. Directors regularly reviews significant unobservable inputs and valuation adjustments. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the changes have occurred.

III Significant Accounting Policy

The Company has consistently applied the following accounting policies to till periods presented in the financial statements.

a) **Property, Plant and Equipment**

i) Recognition and measurement

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, any directly attributable cost of bringing the item to its working condition for its intended use and estimated cost of dismantling and removing the item and restoring the site on which is located. Borrowing costs relating to acquisition of qualifying fixed assets, if material, are also included in cost to the extent they relate to the period till such assets are ready to be put to use. Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each balance date is classified as capital advances under other noncurrent assets. An item of property, plant and equipment is derecognised when no future economic benefit are expected to arise from the continued use of the assets or upon disposal. Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.



ii) Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at April 1, 2017 measured as per previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

iii) Depreciation

Depreciation on property, plant and equipment is provided on the WDV Method based on Cost of Assets less their residual values over their use full lives, Using Written Down Value Method as per Schedule II of the Companies Act, 2013. Depreciation on additions to or on disposal of assets is calculated on pro-rata basis i.e. from (upto) the date on which the property, plant and equipment is available for use (disposed off).

b) Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in Statement of Profit and Loss.

c) Inventories

Inventories are valued at lower of Cost and Net Realisable value.

d) Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Contingent liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement unless the possibility of an outflow of resource embodying economic benefit is remote. Contingent liabilities are not recognised but are disclosed in notes. Contingent assets are not disclosed in the financial statements unless an inflow of economic benefit is probable.

e) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognised when the significant risk and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods to the degree usually associated with the ownership and the amount of revenue can be measured reliably regardless of when the payment is being made.

Interest and Dividend Income: Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the shareholders' right to receive dividend is established.



f) **Employee Benefits**

Short Term Employee Benefits

Short-term employee benefits are expenses as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Post-Employment Benefits

Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a statutory authority and will have no legal or constructive obligation to pay further amounts.

Retirement benefits in the form of Provident Fund and employee state insurance are a defined contribution scheme and contributions paid/payable towards these funds are recognised as an expense in the statement of profit and loss during the period in which the employee renders the related service. There are no other obligations other than the contribution payable to the respective trusts.

Defined benefit plan

The Company provides for gratuity which is a defined benefit plan the liabilities of which is determined based on valuation, as at the balance sheet date, made by the independent actuary using the projected unit credit method. Re-measurement comprising of actuarial gains and losses, in respect of gratuity are recognised in OCI (other comprehensive income), in the period in which they occur.

Re-measurement recognised in OCI (other comprehensive income) are not reclassified to the Statement of Profit and Loss in Subsequent periods.

The classification of the company's obligation into current and non-current is as per the actuarial valuation report.

g) **Foreign Currency Transactions**

Transactions in foreign currencies are translated into the Company's functional currency at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in Statement of profit & loss. In accordance with Ind-AS 101 "First Time Adoption of Indian Accounting Standards", the Company has continued the policy of capitalisation of exchange differences on foreign currency loans taken before the transition date.

h) **Borrowing costs**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that assets. Other borrowing costs are recognised as an expenses in the period in which they are incurred.



i) **Income Tax**

Income Tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to items recognised directly in Other Comprehensive Income. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year after taking credit of the benefits available under the Income Tax Act and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding tax bases used for taxation purposes. Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is probable evidence that the Company will pay normal income tax in future. Accordingly MAT is recognised as deferred tax asset in the Balance Sheet.

j) **Segment Reporting**

The Company's business activity falls within a single segment viz. Sale of Precious and semi-precious stone. The segment has been identified by taking into account the nature of product, the differing risks, the returns, the organisation structure and the internal reporting systems and the manner in which operating results are reviewed by the Management.

k) **Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

l) **Cash flow statement**

Cash flow statements are prepared in accordance with " Indirect Method" as explained in the Accounting Standard on Statement of Cash Flows (Ind AS-7). The cash flows from regular revenue generating, financing and investing activity of the Company are segregated.

m) **Earning per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted Earnings per share, the net profit or loss for the period attributable to Equity Shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

n) **Investments in Subsidiaries**

Investment in subsidiary Company is measured at cost less impairment as per Ind AS 27- Separate Financial Statements. The Company reviews its carrying value of investments at cost or amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

o) **Intangible assets**

i) **Recognition and initial measurement**

Intangible assets are stated at their cost of acquisition. Any trade discount and rebates are deducted in arriving at the purchase price.



ii) Subsequent measurement (amortisation)

Intangible assets are amortized over their respective individual estimated useful life on Straight Line Method basis commencing from the date, the asset is available to the company for its use.

iii) Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all its intangible assets recognised as at April 1, 2017 measured as per previous GAAP and use that carrying value as the deemed cost of the intangible assets.

p) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial asset and financial liabilities are initially measured at fair value. Transaction cost which are directly attributable to the acquisition or issue of financial instruments (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction cost directly attributable to the acquisition of financial assets financial liabilities at fair value through profit or loss are recognised immediately in profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified.

(i) Financial Assets

All purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

A financial asset that meets the following two conditions is measured at amortised cost unless the asset is designated at fair value through profit or loss under the fair value option:

- Business model test : the objective of the Company's business model is to hold the financial asset to collect the contractual cash flows.
- Cash flow characteristic test : the contractual term of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option:

- Business model test : the financial asset is held within a business model whose objective is achieved by both collecting cash flows and selling financial assets.
- Cash flow characteristic test : the contractual term of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are measured at fair value through profit or loss.

Investments in equity instrument at fair value through other comprehensive income (FVTOCI)

On initial recognition, the Company can make an irrevocable election (on an instrument by instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instrument. This election is not permitted if the equity instrument is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains / losses arising from changes in fair value recognised in other comprehensive income. This cumulative gain or loss is not reclassified to profit or loss on disposal of the investments. The Company has an equity investment in an entity which is not held for trading. The Company has elected to measure this investment at amortised cost. Dividend, if any, on this investments is recognised in profit or loss.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets that do not meet the amortised cost criteria or fair value through other comprehensive income criteria are measured at fair value through profit or loss. A financial asset that meets the amortised cost criteria or fair value through other comprehensive income criteria may be designated as at fair value through profit or loss upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets and liabilities or recognising the gains or losses on them on different bases.

Income Recognition:

Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

Impairment

The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since initial recognition.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount of the financial asset in the balance sheet.



The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written-off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in standalone statement of profit and loss.

De-recognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

(ii) Financial liabilities and equity instruments

Classification of debt or equity Debt or equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.
Equity instruments An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.
Financial liabilities Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption/settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet. Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged, cancelled and on expiry.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

q) Leasing

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assess whether:

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentive received.

The right of use asset is subsequently depreciated using the straight line method from the commencement date to the end of the lease term. The estimated useful lives of right-of-use assets are determined on the basis of remaining lease term. In addition, the right-of-use asset is periodically



reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in-substance fixed payments.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is structured solely to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, such increases are recognised in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

Operating leases

Lease rental expenses from operating leases is generally recognised on a straight line basis over the term of the relevant lease. Where the rentals If any specific borrowing remains outstanding after the related asset is ready for its intended use, that borrowing is considered part of the funds that are borrowed generally for calculating the capitalisation rate.



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