



Ref: MNIL/BSE/2023

Date: 25/08/2023

The BSE Limited

Department of Corporate Services,
25th Floor, P J Towers,
Dalal Street, Mumbai - 400001

Script Code: 539767 ISIN: INE216Q01010

Sub: Outcome of the Board Meeting

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), we hereby inform that Board of Directors in its meeting held on Friday, August 25, 2023 proceeds at 11:00 AM and concluded at 08: 10 PM, *inter-alia* considered and approved the following:

1. Funds raising to augment the long-term financial resources of the Company by way of creating, issuing and allotting up to 2,50,00,000 (Two Crore and Fifty Lakhs) only fully Convertible Warrants ('Warrants'), carrying a right exercisable by the Warrant holder to subscribe to one Equity Share having face value of Rs. 10/- per Warrant, to persons belonging to 'Non-Promoter, Public Category' on preferential basis at an issue price of Rs. 15/- (Rupees Fifteen Only) per Warrant, subject to shareholders' approval and other statutory approvals, in accordance with provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended up-to-date and applicable provisions of Companies Act, 2013 and rules made there-under, preferential issue aggregating amount of up to Rs. 37,50,00,000/- (Rupees Thirty-Seven Crores and Fifty Lakhs only) for cash.

The names of the proposed allottees of Warrants, to be allotted on preferential basis, are as per **Annexure -A** attached herewith.

Warrants, being allotted to the Proposed Allottees, at the option of Board of Directors or Board Committee, may get listed on the Stock Exchanges in terms of Chapter V of SEBI (ICDR) Regulations.

*The information in connection with the Preferential Issue pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed as **Annexure-B** to this letter.*

2. Directors' Report and other related items for the financial year ended March 31, 2023.
3. Appointment of M/s Apoorv & Associates (C.P. No: 21063) as Secretarial Auditor and scrutinizer for conducting E-voting at AGM.
4. Re-appointment of Director, Mrs. Sushma Jain (DIN: 08545336) for second term as Independent Director of the Company.

*The information in connection with secretarial auditor and director under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No.CIR/CFD/CMD/4/2015 dated September 9, 2015, is enclosed as **Annexure-C** to this letter.*

MEGA NIRMAN & INDUSTRIES LIMITED

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



5. Appointment of NSDL for conducting Remote E-voting.
6. Notice of 40th Annual General Meeting scheduled to be held on Wednesday, 27th September, 2023 at 11:00 AM at Maharaja Banquets Monarch Residency, A-1/20A, Paschim Vihar, Main Rohtak Road, New Delhi-110063.
7. The Register of members and the Share Transfer books of the Company shall remain closed from 20th September, 2023 to 27th September, 2023 (both days inclusive) for the purpose of 40th Annual General Meeting (AGM).

This is for your kind information and record.

Thanking you.
Yours truly,

For Mega Nirman and Industries Limited

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

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Name of the Investors – Annexure-A

Issue of upto 2,50,00,000/- fully convertible warrants to Non – Promoters category

S. No.	Name of the Investor	Category	Warrants Quantity*
1.	M.D.S. Infrastructure Private Limited	Body Corporate	20,00,000
2.	Pearl Dealers Private Limited	Body Corporate	20,00,000
3.	One Tree Hill Properties Private Limited	Body Corporate	20,00,000
4.	Orchard Road Properties Private Limited	Body Corporate	20,00,000
5.	Ayodhya Vincom Private Limited	Body Corporate	20,00,000
6.	Kiwi Dealcom Private Limited	Body Corporate	20,00,000
7.	STRM India Securities Private Limited	Body Corporate	18,00,000
8.	Aryadeep Tie Up Private Limited	Body Corporate	17,00,000
9.	Sonali Gupta	Individual	20,00,000
10.	Vasu Mohlay	Individual	20,00,000
11.	Pooja Mohlay	Individual	17,00,000
12.	Puneet Kumar Mohlay	Individual	17,00,000
13.	Ankan Gupta	Individual	14,00,000
14.	Santosh Singhal	Individual	7,00,000
Total			2,50,00,000

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

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Annexure-B

Disclosures under Regulation 30 of the SEBI (LODR) Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

S. No.	Particulars	Details
1.	Type of Securities proposed to be issued	Fully Convertible Warrants ('Warrants')
2.	Type of Issuance	Preferential Allotment
3.	Total Number of Securities proposed to be issued and the Total Amount for which the Securities will be issued (approximately)	Up to 2,50,00,000 (Two Crore and Fifty Lakhs) warrants at an issue price of Rs.15/- (Rupees Fifteen Only) each to persons belonging to "Non-Promoter, Public Category" for aggregate amount of Rs. 37,50,00,000/- (Rupees Thirty-Seven Crores and Fifty Lakhs only)
4.	Name of the investors	Annexure- A
5.	Post – allotment of Securities, outcome of the Subscription, Issue Price / Allotted Price (in case of Convertible Equity Share Warrants) ; Number of Investors	Issue price shall be the price not being lower than the price determined in accordance with the Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable regulations if any. Relevant information if any, will be disclosed post allotment of securities/in due course of time
6.	In case of Convertible Equity Warrants – Intimation on conversion of the Securities or lapse of the tenure of the Instrument	Fully convertible warrants will be converted into Equal number of Equity Shares within a period of 18 Months from the Date of Allotment as per the applicable provisions. Relevant information if any, will be disclosed post allotment of securities/in due course of time
7.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

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Annexure-C

Details with respect to Regulation 30 read with Schedule III of the Listing Regulations, SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September 2015.

Appointment of Secretarial Auditor:

S. No.	Particulars	Details
1.	Reason for Change i.e. Appointment	Appointment
2.	Date of appointment	25 th August, 2023
3.	Brief Profile	Firm of Practicing Company Secretary (FUC: S2018UP633000) having an experience of More than 7 Years in the field of Secretarial and legal Compliances.
4.	Disclosures of Relationship between directors	Not Applicable

Re-appointment of Mrs. Sushma Jain:

S. No.	Particulars	Details
1.	Reason for Change i.e. Appointment	Re-Appointment
2.	Date of Re-appointment in Board	25 th August, 2023
3.	Brief Profile	Mrs. Sushma Jain, 61 years had completed her B. Com (pass) from Shaheed Bhagat Singh College, University of Delhi in year, 1984. She worked as an agent advisor in Max Life insurance company from 2008-2014. Recently she is an agent advisor of LIC and Max bupa. (2014-present). Further, her broad vision and strategies will help the company to emerge from the challenging situations that the company may come across.
4.	Disclosures of Relationship between directors	Mrs. Sushma Jain neither related to any other Director of the Company nor holds any shares in the Company.

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