



# MEGLON INFRA-REAL (INDIA) LTD.

(Formerly known as Canaan International Infotech Limited)

**Corp. Office :** Kothari Mansion, 2nd Floor, Opp. G.P.O. Above Light of Asia Restaurant,  
Fort, Mumbai - 400 001. Tel. : 022-2263 1099 • Web : <http://meglonindia.com>

Date: 30<sup>th</sup> September, 2015

To  
The Corporate Relationship Manager  
Bombay Stock Exchange Ltd  
Mumbai

## SUBJECT: SCRUTINIZER'S REPORT AND CLAUSE 35A REPORT

Dear Sir

The 27<sup>th</sup> Annual General Meeting of the Company was held on 29<sup>th</sup> September, 2015 at 10.00 am. In relation to the mentioned, we hereby forward you the following:

1. Scrutinizer's Report on Poll & E-voting
2. Report under Clause 35A of the Listing agreement.

Kindly take a note and do the needful.



MEGLON INFRA-REAL (INDIA) LIMITED

MANOJ K. JAIN  
MANAGING DIRECTOR



# MEGLON INFRA-REAL (INDIA) LTD.

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AGM Report as per Clause 35A of Listing Agreement

Date of AGM: 29<sup>th</sup> September, 2015

Total number of shareholders on record date: 6093

No. of Shareholders present in the meeting either in the person or through proxy: 30

No. of shareholders attended the meeting though video conferencing: 0

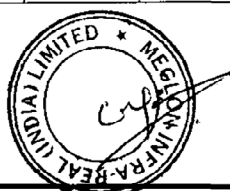
Promoters and promoter group: 8

Public: 22

Detail of Agenda

(Poll and E-voting)							
Resolution 1- Adoption of Financial Statement for the year ended on March 31, 2014. – Ordinary Resolution							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	2098700	2098700	100	2098700	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	1468277	1468277	100	1468277	0	100	0
<b>Total</b>	<b>3566977</b>	<b>3566977</b>	<b>100</b>	<b>3566977</b>	<b>0</b>	<b>100</b>	<b>0</b>

(Poll and E-voting)							
Resolution 2- Re-ppointment of Mr. Chetan Jain as Director of Company							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
						0	0



			0				
Promoters & Promoter group	2098700	2098700	100	2098700	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	1468277	1468277	100	1468277	0	100	0
<b>Total</b>	<b>3566977</b>	<b>3566977</b>	<b>100</b>	<b>3566977</b>	<b>0</b>	<b>100</b>	<b>0</b>

(Poll and E-voting)							
<b>Resolution 3- Ratification of M/s. Ramasamy Koteswara Rao &amp; Co, Chartered Accountants as Statutory Auditor of the Company</b>							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	2098700	2098700	100	2098700	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	1468277	1468277	100	1468277	0	100	0
<b>Total</b>	<b>3566977</b>	<b>3566977</b>	<b>100</b>	<b>3566977</b>	<b>0</b>	<b>100</b>	<b>0</b>

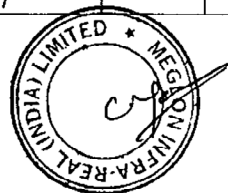
(Poll and E-voting)							
<b>Resolution 4- Reappointment of Mrs. Pratibha Sanjeev Chaturvedi as Independent Director - Ordinary Resolution</b>							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	2098700	2098700	100	2098700	0	100	0
Public-	0	0	0	0	0	0	0



Institutional holders							
Public – others	146827 7	146827 7	100	146827 7	0	100	0
<b>Total</b>	<b>356697</b> 7	<b>356697</b> 7	<b>100</b>	<b>356697</b> 7	<b>0</b>	<b>100</b>	<b>0</b>

(Poll and E-voting)							
<b>Resolution 5- Appointment of Mr. Naagraj Jain as Whole Time Director &amp; Chairman - Special Resolution</b>							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	209870 0	209870 0	100	209870 0	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	146827 7	146827 7	100	146827 7	0	100	0
<b>Total</b>	<b>356697</b> 7	<b>356697</b> 7	<b>100</b>	<b>356697</b> 7	<b>0</b>	<b>100</b>	<b>0</b>

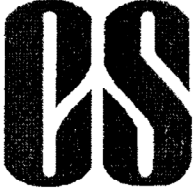
(Poll and E-voting)							
<b>Resolution 6 – Shift of Registered Office from State of Andhra Pradesh to State of Maharashtra – Special Resolution</b>							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	209870 0	209870 0	100	209870 0	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	146827 7	146827 7	100	146827 7	0	100	0
<b>Total</b>	<b>356697</b> 7	<b>356697</b> 7	<b>100</b>	<b>356697</b> 7	<b>0</b>	<b>100</b>	<b>0</b>



(Poll and E-voting)							
<b>Resolution 7 – Private Placement of 1,000,000 (Ten Lacs) Equity Shares of Rs.10/- (Rupees Ten Each) – Special Resolution</b>							
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	2098700	2098700	100	2098700	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	1468277	1468277	100	1468277	0	100	0
<b>Total</b>	<b>3566977</b>	<b>3566977</b>	<b>100</b>	<b>3566977</b>	<b>0</b>	<b>100</b>	<b>0</b>

For MEGLON INFRA-REAL (INDIA) LTD.

  
**CHE TAN JAIN**  
 (Managing Director)



**H. V. GOR & CO.**  
**PRACTICING COMPANY SECRETARIES**

CS Harsh V. Gor  
B.Com.ACS

FORM No. MGT-13

**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)  
of the Companies (Management and Administration) Rules, 2014]

To,  
Mr. Chetan Jain  
Chairman  
27<sup>th</sup> Annual General Meeting of the Equity  
Shareholders of MEGLON INFRA-REAL (INDIA) LIMITED  
Held on 29<sup>th</sup> September, 2015 at Registered Office of the Company

Dear Sir,

I, Mr. Harsh Vijay Gor, proprietor of H V Gor & Co, Practicing Company Secretaries, appointed as Scrutinizer for the purpose of the poll & E-voting taken on the below mentioned resolutions at the 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of MEGLON INFRA-REAL (INDIA) LIMITED, held on 29<sup>th</sup> September, 2015 at Registered Office of the Company, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:
  - (a) To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2015 together with Directors' Report and Auditors' Report thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	3566977	100



**MEGLON INFRA-REAL (INDIA) LIMITED**

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(b) To consider and if thought fit, to pass with or without modifications, the following, Resolution as an Ordinary Resolution:

**RESOLVED THAT** Mr. Chetan Naagraj Jain (DIN: 00800602), a Director liable to retire by rotation pursuant to section 152(6) of the Companies Act 2013, who seek reelection, be re-appointed as the director of the Company.

(i) Voted **in favour** of the resolution:

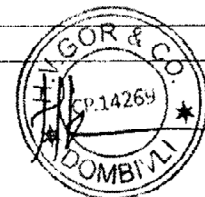
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	3566977	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



**MEGLON INFRA-REAL (INDIA) LIMITED**

- (C) To ratify the appointment of M/s. Ramasamy Koteswara Rao & Co, Chartered Accountants as Statutory Auditors of the Company by passing following resolution:

**RESOLVED THAT** pursuant to the provisions of Section 139(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, the consent of the members of the Company be and is, hereby, accorded to ratify the appointment of M/s. Ramasamy Koteswara Rao & Co, Chartered Accountants, as the Statutory Auditor of the Company for the financial year ending 31st March, 2016, as made in the 26<sup>th</sup> Annual General Meeting of the Company held on 30th September, 2014.

- (i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	3566977	100

- (ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	0	0

- (iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





**MEGLON INFRA-REAL (INDIA) LIMITED**

- (d) To consider and if thought fit, to pass following resolution, with or without modification, as ORDINARY RESOLUTION:

**RESOLVED THAT** pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Pratibha Chaturvedi (DIN: 07269244), who was appointed as an Additional Director of the Company by the Board of Directors, be and is, hereby, appointed as Independent Director of the Company for the period of 5 years.

**RESOLVED FURTHER THAT** pursuant to Sections 149, 152, 164, 165, 179 (3) & 184 of the Companies Act, 2013 read with Rules 8 & 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the consent for appointment as Director of the Company given in form DIR-2, along with declaration that she is not disqualified from being appointed as Director in DIR-8, meets the criteria for independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the act and that, post - appointment, her number of directorships shall be within the limits prescribed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the Chairman for the purpose of identification, be and is, hereby, taken note of.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is, hereby, authorized to do or delegate the authority to do, all such acts, deeds, things and sign all such documents, drafts, e-forms, as may be deemed necessary to give effect to this resolution.

- (i) Voted **in favour** of the resolution:

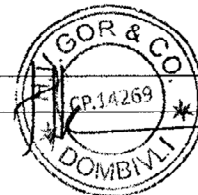
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	3566977	100

- (ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	0	0

- (iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



**MEGLON INFRA-REAL (INDIA) LIMITED**

- (e) To consider and if thought fit, to pass with or without modification, following resolution as Special Resolution:

**RESOLVED THAT** pursuant to provision of section 196 & 203 of the Companies Act 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) the consent of the shareholders be and is hereby accorded to re-appoint Mr. Naagraj Ganeshmal Jain (DIN: 02169981) as the Whole time Director in the capacity as Chairman of the Company with effect from 14th August, 2015 for a period of 3 years on the terms and conditions contained in the letter of appointment/memorandum of understanding/appointment agreement, at NIL remuneration, a copy of which is laid and has been initialed by the Chairman for the purpose of identification be and is hereby approved by the shareholders. Mr. Naagraj Ganeshmal Jain (DIN: 02169981), shall perform the duties which may be performed by a Whole Time Director under the Act, and any other duties assigned to him by the Board from time to time.

**RESOLVED FURTHER THAT** pursuant to provision of section 170 of the Act (as amended or re-enacted from time to time) read with rule no 17 & 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, the appointee is directed to furnish the information to be entered in the Register of directors and key managerial personnel and any of the Director of the Company be and is hereby severally authorized to do the necessary entries in the register and authenticate them.

**RESOLVED FURTHER THAT** pursuant to provision of section 117, 170 of the Act (as amended or re-enacted from time to time) read with rule no 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, rule no 24 of the Companies (Management and Administration) Rules 2014 and rule no 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, any of director of the Company be and is hereby severally authorized to sign and file Form no DIR-12, MGT-14 & MR 1 with the Registrar within the prescribed time with necessary fees.

- (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	3566977	100

- (ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	0	0



**MEGLON INFRA-REAL (INDIA) LIMITED**

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(f) To consider and if thought fit, to pass with or without modification, following resolution as Special Resolution:

**RESOLVED THAT** pursuant to Section 12(5) of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, the Registered Office of the Company shall be shifted from the State of Andhra Pradesh to the State of Maharashtra as follows:

From: W4/510, Usmansahebpet, Stonehousepet, Nellore - 524002, Andhra Pradesh  
To: Kothari Mansion, 2nd Floor, Opp. G. P. O, Above Light of Asia Restaurant, 83, Mint Road, Fort, Mumbai - 400 001, Maharashtra

**RESOLVED FURTHER THAT** pursuant to Section 13 of the Companies Act, 2013 and other applicable provisions, if any, for the time being in force in India, Clause 2 of the Memorandum of Association shall be altered as follows:

The Registered Office of the Company shall be situated in the State of Maharashtra under the jurisdiction of the Registrar of Companies, Mumbai

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is, hereby, authorized to do all such acts, deeds, things and sign all such documents, drafts and make all such applications and declarations as may be deemed necessary to give effect to this resolution.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	3566977	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	0	0



**MEGLON INFRA-REAL (INDIA) LIMITED**

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(g) To consider and, if though fit, to pass, with or without modification, following Resolution as SPECIAL RESOLUTION:

**RESOLVED THAT** pursuant to the provisions of Section 23(2)(b) of the Companies Act, 2013 read with Section 42 of the Companies Act, 2013 and Rule 14(2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of law, if any, for the time being in force in India, the consent of the members of the Company be and is, hereby, accorded to offer and issue 1,000,000 (Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each at par, for consideration in cash or other than cash by way of Private Placement and to approve and adopt form PAS - 4 and its Annexures, the draft of which has been placed before the meeting, as the Offer Letter for the issue of aforesaid shares.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is, hereby, authorized to do all such acts, deeds, things and sign all such documents, drafts and make all such declarations as may be deemed necessary to give effect to this resolution.

(iv) **Voted in favour** of the resolution:

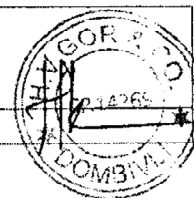
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	3566977	100

(v) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	0	0

(vi) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



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**MEGLON INFRA-REAL (INDIA) LIMITED**

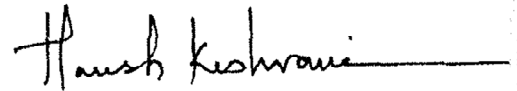
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5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully

For H V Gor & Co,  
Practicing Company Secretaries



Mr. Harsh Vijay Gor  
ACS No. 38377  
CP No.14269



Date: 30<sup>th</sup> September, 2015  
Place: Navi Mumbai