



Ref: MNIL/BSE/2021

Date: 12/07/2021

BSE LIMITED

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

Scrip Code: 539767 ISIN: INE216Q01010

Sub: Annual Report 2020-21

Dear Sir/Ma'am

This has further to our communication dated June 25, 2021 intimating the AGM of the Company to be held on Thursday, August 05, 2021.

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 2020-21 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

Digitally signed by KANIKA
Date: 2021.07.12 18:11:51
+05'30'

Ms. Kanika

Company Secretary & Compliance Officer

M. No. A50543

Encl: a/a

MEGA NIRMAN & INDUSTRIES LIMITED

A-6/343B, 1st Floor, Paschim Vihar, New Delhi 110063
Phone: 011 - 49879687 ||email: secretarial.mnil@gmail.com
CIN: L70101DL1983PLC015425



38th
Annual Report
2020-21

MEGA NIRMAL &
INDUSTRIES LIMITED





INDEX

CORPORATE INFORMATION-OVERVIEW	2
SHAREHOLDERS INFORMATION	
Notice of 38 th Annual General Meeting	3
MANAGEMENT & GOVERNANCE REVIEW	
1. Management Discussion & Analysis	21
2. Directors' Report & Annexures	23
3. Corporate Governance Report	45
FINANCIAL STATEMENTS	
4. Independent Auditors' Report	74
5. Annexures to the Independent Auditors' Report	78
6. Balance Sheet and Statement of Profit & Loss	82,83
7. Cash Flow statement	84
8. Note to financial statements	85

CORPORATE INFORMATION

Whole Time Director

Mr. Zabihullah Burhani

Executive Director

Mr. Anand Rai

Mr. Mohan Jagdish Agarwal

Non-Executive Independent Director

Mr. Vinay Singh

Mr. Monendra Srivastava

Mrs. Sushma Jain

Chief Financial Officer

Mr. Himanshu Gopal

Company Secretary & Compliance Officer

Ms. Kanika Mehra

Statutory Auditors

M/s ASHM & Associates,

E-24, Basement, Lajpat

Nagar-III, New Delhi-110024

Banker

HDFC Bank, New Delhi

Stock Exchange

Bombay Stock Exchange Limited

MEGA NIRMAN & INDUSTRIES LIMITED

CIN: L70101DL1983PLC015425

Registered Office:

A-6/343B, Paschim Vihar,

New Delhi-110063

Internal Auditor

M/s DSAS & Associates, Chartered

Accountants

A-5/235, 1st Floor, 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 **38th** Annual General Meeting ('AGM') of the members of **Mega Nirman & Industries Limited ('THE COMPANY')** will be held on **Thursday, the 05th day of August, 2021** at 11.00 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of members at a common venue to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, including Board of Directors and Auditors Report thereon.
2. To re-appoint Mr. Zabihullah Burhani (DIN: 07097788), Director who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:-

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

“RESOLVED THAT in accordance with the provisions of Section 203, 196 and 197 read with Schedule V and all other applicable Rules and provision of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other law, regulations or code applicable to the Company, for the time being in force (including any statutory modification(s) or re-enactments thereof, for the time being in force) and on the recommendation of Board of Directors, the consent of the members be and is hereby accorded for appointment of Mr. Zabihullah Burhani (DIN: 07097788) as Whole Time Director for the period of 5 (Five) years, on the terms & conditions including remuneration as recommended by the Nomination & Remuneration Committee, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination & Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Zabihullah Burhani, subject to the same not exceeding the limits as specified under Schedule V to the Companies Act, 2013 or any statutory modifications(s) or re-enactments thereof

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

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

“RESOLVED THAT pursuant to Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Mohan Jagdish Agarwal (DIN: 07627568) who was appointed as an Additional Director with effect from February 10, 2021 by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Companies Act, 2013 holds office up to the date of this Annual General Meeting, be and is hereby appointed as Executive Director of the Company

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



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

“**RESOLVED THAT** pursuant to Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Anand Rai (DIN: 06855524) who was appointed as an Additional Director with effect from June 25, 2021 by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Companies Act, 2013 holds office up to the date of this Annual General Meeting, be and is hereby appointed as Executive Director of the Company

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

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

“**RESOLVED THAT** pursuant to Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Vinay Singh (DIN: 09032266) who was appointed as an Additional Director with effect from January 16, 2021 by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Companies Act, 2013 holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Non-Executive Independent Director of the Company of the Company for a period of 5 years

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

7. 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 thereunder (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 4,25,00,000/- (Rupees Four Crore Twenty-Five Lakhs Only) divided into 42,50,000 (Forty-Two Lakhs Fifty Thousand) equity shares of INR 10/- (Rupees Ten Only) each to 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 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 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.”

RESOLVED FURTHER THAT Company Secretary 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.”

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby amended by deleting the existing Article “CALLS ON SHARES” and substituting with following:

The Board may, from time to time, subject to the terms on which any share may have been issued, and subject to the provisions of Section 49 of the Act, make such calls as the Board thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times, and each member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. A call may be made payable by installments and shall be deemed to have been made when the resolution of the Board authorizing such call was passed.

Provided That Not less than twenty-one days’ notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid.

- i. If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof, the holder for the time being in respect of the share for which the call shall have been made or the installment shall be due shall pay interest for the same at the rate of 12 (twelve) per cent per annum from the day appointed for the payment thereof to the time of the actual payment or at such lower rate (if any) as the Board may determine.
- ii. The Board shall be at liberty to waive payment of any such interest either wholly or in part.

If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed times, whether on account of the amount of the share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Board and of which due notice had been given, and all the provision herein contained in respect of calls shall relate to such amount or installment accordingly.

On the trial or hearing of any action, or suit brought by the Company against any shareholder or his representatives to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is, or was, when the claim arose on the Register of Members as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the Books of the Company and it shall not be necessary to prove the appointment of the Board who made any call, nor that a quorum was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted, nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.

The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the money due upon the share by him beyond the sums actually called for, and upon the money paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of calls then made upon the share in respect of which such advance has been made, the Company may pay Interest at such rate not exceeding, unless



the Company in general meeting shall otherwise direct, 12(twelve) per cent per annum as the member paying such sum in advance and the Board agrees upon. Money so paid in excess of the amount of calls shall not rank for dividends or confer a right to participate in profits

A call may be revoked or postponed at the discretion of the Board

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

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

Sd/-

**Place: New Delhi
Date: 25.06.2021**

**Kanika Mehra
Company Secretary**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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.

6. 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 www.mnil.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and 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
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on 02nd August, 2021 at 09:00 A.M. and ends on 04th August, 2021 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. 29th July, 2021, 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 29th July, 2021

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

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

Step 1: Access to NSDL e-Voting system




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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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-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



	<p>NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration



	<p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43



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

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

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

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csanjalisuri09@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Abhishek Mishra at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial.mnil@gmail.com
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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.



2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial.mnil@gmail.com. The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

EXPLANATORY STATEMENT

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

Items to Special Business:

ITEM NO. 3:-

The Board of Directors and Nomination & Remuneration Committee at its meetings held on January 11, 2021 appointed Mr. Zabihullah Burhani as Whole Time Director for a period of Five (5) year subject to the approval of shareholders. Pursuant to Section 196, 197, 203 and Schedule V of the Companies Act, 2013, the appointment of Whole Time Director, terms and conditions of appointment and remuneration are required to be approved by shareholders at ensuing general meeting of company held after the appointment.

Mr. Burhani will provide his assistance, consultancy and advisory services. So, it is proposed that in return the Company would give him Rs. 25,000/- pm (Rupees Twenty Five Thousand only) as remuneration and also 10% of the Net Profits on the business brought to the Company by him.

No director, key managerial personnel or their relatives, are interested or concerned in the resolution.

The Board of Directors commends the resolution as set out at Item No. 3 for approval of the members as **Ordinary Resolution.**

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

The following additional information as required by Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION:

1. Nature of Industry:

The Company is involved in the business of investment in, acquire, deal in other precious metals, precious stones, jewellery and buy, sell and deal, wholesale and retail, import and export in bullion, precious metals, precious stones, jewellery and articles made of precious metals, precious stones articles of virtue and objects of art.



2. Date or expected date of commencement of commercial production:

Existing Company in Operation since 1983.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial performance based on given indicators: As per audited Financial Results for the year ended March 31, 2019 to March 31, 2021.

(Rs. In Lakhs)

	Business Years		
	2018-19	2019-20	2020-21
Turnover including other income	239.85	214.81	30.22
Profit before Tax/ (Loss)	22.70	17.38	6.19
Net Profit/ (loss)	16.56	13.52	4.56
Dividend Paid	NIL	NIL	NIL

5. Foreign Investments or collaborations, if any: N.A.

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details, Recognition or awards, Job Profile and his suitability:

Mr. Zabiullah Burhani aged 44 years; Graduated from Ghulam Haider Khan high School, Kabul Afghanistan. He is having more than 5 years' experience in Gemstone Business, Manufacturing, Wholesaler, retailer, exporting & importing gemstones.

2. Past Remuneration: N.A.

3. Remuneration proposed: Rs. 25,000/- pm (Rupees Twenty Five Thousand only) +10% of the Net Profits on the business brought to the Company by him

4. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Narayanjee Thakur, Whole Time Director is a Professional Director and does not holds any Equity Shares of the Company. None of the Directors or Key Managerial Personnel of the Company is a relative of Mr. Narayanjee Thakur.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits: As the Projects of the Company are under process, it will take time to complete and generate profitability from the same.

2. Steps taken or proposed to be taken for improvement: Company is considering to enter into many projects, which are expected to generate profitability to the Company.

3. Expected increase in productivity and profits in measurable terms: At present nothing can be predicted as Whole Time Director has appointed and the Company is in process of making structure for investments in the new projects.



ITEM NO. 4:-

Pursuant to Section 161 and 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable provision of the Companies Act, 2013 or any other law for the time being in force, the Board of Directors and Nomination and Remuneration Committee of the Company appointed Mr. Mohan Jagdish Agarwal (DIN: 07627568) as an Additional Director under category of Executive Director with effect from February 10, 2021. Further, pursuant to the provisions of Section 160 of the Companies Act, 2013 the Company has received a notice in writing from a member proposing his candidature as Executive Director of the Company.

Mr. Mohan Jagdish Aggarwal, 56 years had completed his B. Com from Aggarwal College, Jaipur, University of Rajasthan in year, 1986. He worked as President-Programming and Marketing in Mudra Lifestyle Limited from 2003-2012 and in Bombay Rayon Fashions Limited from 1999-2003 in Production-Planning and Marketing.

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

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

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

ITEM NO. 5:-

Pursuant to Section 161 and 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable provision of the Companies Act, 2013 or any other law for the time being in force, the Board of Directors and Nomination and Remuneration Committee of the Company appointed Mr. Anand Rai (DIN: 06855524) as an Additional Director under category of Executive Director with effect from June 25, 2021. Further, pursuant to the provisions of Section 160 of the Companies Act, 2013 the Company has received a notice in writing from a member proposing his candidature as Executive Director of the Company.

Mr. Anand Rai is a dynamic professional with 10 years of experience in Sales & Marketing, Business Development, Client Relationship Management, and Team Management across the Banking and Real Estate Industry.

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

The Board commends the resolutions set forth in Item No. 5 for the approval of the members as Ordinary Resolution.

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



ITEM NO. 6:-

Mr. Vinay Singh (DIN: 09032266) who was appointed as an Additional Director (in the category of Independent Director) of the Company with effect from January 16, 2021. In terms of Section 161(1) of the Companies Act, 2013, Mr. Vinay Singh holds office as an Additional Director Upto the date of this Annual General Meeting. As per the provisions of the Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination & Remuneration Committee, Mr. Vinay Singh being proposed to be appointed as Independent Director of the Company for the period of 5 (five) consecutive years and not be liable to retire by rotation. Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and after completion of first term of his appointment, he may be re-appoint for second term.

Mr. Vinay Singh is not disqualified from being appointed as a Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director). Further, the Company has also received declaration from Mr. Vinay Singh that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Vinay Singh as Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vinay Singh as Independent Director, for approval by the members of the Company. No Director, Key Managerial Personnel or their relatives, except Mr. Vinay Singh to whom the resolution(s) relates, is interested or concerned in the resolution(s). The Board commends the resolutions set forth in Item No. 6 for the approval of the members as Ordinary Resolution. The disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are annexed to the notice.

ITEM NO. 7:-

Members are requested to note that presently, the Authorised Share Capital of the Company is INR 4,25,00,000/- (Rupees Four Crore Twenty-Five Lakhs Only) divided into 42,50,000 (Forty- Two Lakhs Fifty Thousand) 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/-

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 4,25,00,000/- (Rupees Four Crore Twenty-Five Lakhs Only) divided into 42,50,000 (Forty Two Lakhs Fifty Thousand) equity shares of INR 10/- (Rupees Ten Only) each to 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), by addition of 2,40,00,000 (Two Crore Forty Lakhs only) Equity shares of Rs.10/- each, As company already passed the resolution in 17.11.2020 but due to insufficient of funds, we could not able to file the MOA Fees.

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. 7 as an Ordinary Resolution.

ITEM NO. 8:-

As per Article “**CALLS ON SHARES**” of the Articles of Association of the Company, no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

The Companies Act, 2013 allows to Board of Directors to replace new para of “call on shares” subject to approval of shareholders. Therefore, the Board of Directors recommends amendment to the Articles of Association of the Company by deleting the existing Article “**CALLS ON SHARES**” with new Article, to provide more clarity in the said Article.

The Resolution at Item No. 8 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations would be available for inspection by the members at the Registered Office of the Company.

The Board of Directors recommend passing of the Special Resolution as contained in the Notice.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

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

Sd/-

**Kanika Mehra
Company Secretary**

**Place: New Delhi
Date: 25.06.2021**



Annexure to the Notice

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

1. MR. ZABIHULLAH BURHANI

Mr. Zabihullah Burhani; 44 years (D.O.B. – 12/07/1976), is Whole Time Director of Mega Nirman & Industries Limited. He is having more than 5 years’ experience in Gemstone Business, Manufacturing, Wholesaler, retailer, exporting & importing gemstones.

He is on the Board of the Company since January 11, 2021. He doesn’t hold any share of the Company.

Also He is designated Partner in Sky World Tradelink LLP w.e.f. 24.02.2015.

Details of his Committee Chairmanship/memberships:

As on June 25, 2021, Mr. Burhani does not hold membership in any committee.

Other Details:

- | | |
|--|--|
| 1. Remuneration: | Rs. 25,000/- per month |
| 2. Last Drawn Remuneration: | Not Applicable |
| 3. Number of Meetings attended: | As per the Corporate Governance Report |
| 4. Relationship between Directors inter-se: | Not related to any director |

2. MR. MOHAN JAGDISH AGARWAL

Mr. Mohan Jagdish Agarwal; 56 years (D.O.B. – 15/08/1964), He is Executive Director of the Company and had completed his B. Com from Aggarwal College, Jaipur, University of Rajasthan in year, 1986. He worked as President-Programming and Marketing in Mudra Lifestyle Limited from 2003-2012 and in Bombay Rayon Fashions Limited from 1999-2003 in Production-Planning and Marketing.

He is on the Board of the Company since February 10, 2021. He doesn’t hold any share of the Company. Also he hold directorship in Wada Fashions Private Limited and Leaf Fashions Private Limited w.e.f. 01.01.2017 and 02.02.2019 respectively.

Details of his Committee Chairmanship/memberships:

As on June 25, 2021, Mr. Mohan Jagdish Agarwal does not hold membership in any committee.

Other Details:

- | | |
|--|--|
| 1. Remuneration: | Rs. 50,000/- per month |
| 2. Last Drawn Remuneration: | Not Applicable |
| 3. Number of Meetings attended: | As per the Corporate Governance Report |
| 4. Relationship between Directors inter-se: | Not related to any director |



3. MR. ANAND RAI

Mr. Anand Rai; 36 years (DOB: 04/01/1985) is an Executive Director of Mega Nirman & Industries Limited. He is a dynamic professional with 10 years of experience in Sales & Marketing, Business Development, Client Relationship Management, and Team Management across the Banking and Real Estate Industry.

He is on the Board of the Company since June 25, 2021. He doesn't hold any share of the Company. He also hold directorship in Rahul Enclave Private Limited w.e.f. 29.11.2019.

Details of his Committee Chairmanship/memberships:

As on June 25, 2021, Mr. Anand Rai does hold membership in Audit committee and Stakeholder Relationship committee.

Other Details:

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

***Note: Currently Income is NIL, however it may be revised subject to the business that he brings to the company and that remuneration will be in compliance with the provision of the law as applicable on Company from time to time.**

4. MR. VINAY SINGH

Mr. Vinay Singh; 41 years (DOB: 10/02/1980) is Non-Executive Director of Mega Nirman & Industries Limited. He is graduate and has a vast experience in the field of Textiles, Business Development, Client Relationship Management etc.

He is on the Board of the Company since January 16, 2021. He doesn't hold any share of the Company. He does not hold directorship in any other company except Mega Nirman & Industries Limited.

Details of his Committee Chairmanship/memberships:

As on June 25, 2021, Mr. Vinay Singh does hold membership in Nomination and Remuneration committee.

Other Details:

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



MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report of your company for the financial year ended on 31st March, 2021 is as under:

a. **Industry Structure and Development**

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

During the current financial year the Company has made turnover of Rs. 30.21 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 2021 vs. FY 2020 is provided below:

(Rs. In Lakhs)

Particulars	2021	2020	Increase / (Decrease)
EQUITY AND LIABILITIES			
Share capital	334.75	334.75	-
Reserves and surplus	152.25	147.40	4.85
Net worth	487.00	482.15	4.85
Non- current liabilities		-	-



Current liabilities	609.82	606.95	2.87
Total	1096.81	1089.09	7.72
ASSETS			
Non-current assets	134.74	131.03	3.71
Current assets	962.07	958.06	4.01
Total	1096.81	1089.09	7.72

2. Profit and Loss analysis:

A comparative table showing synopsis of FY 2021 vs. FY 2020 is provided below:

Particulars	Year ended March 31, 2021	Year ended March 31, 2020	Increase / (Decrease)
Income	30.21	214.81	(184.6)
Total Expenditure	(24.02)	(197.43)	173.41
Net Profit/(Loss) before Tax (PBT)	6.19	17.38	(11.19)
Provision for Income Tax-Current	1.55	4.75	(3.2)
Provision for Deferred Tax	0.08	(0.88)	0.8
Profit for the period	4.56	13.52	(8.96)

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 38th Annual Report together with audited financial statements & accounts for the financial year ended March 31, 2021.

1. FINANCIAL RESULTS

(Amount in Lakhs)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Income	30.21	214.81
Total Expenditure	24.02	197.43
Net Profit / (Loss) before Exceptional and Extraordinary items and Tax	6.19	17.38
Extraordinary items	-	-
Net Profit/(Loss) before Tax (PBT)	6.19	17.38
Provision for Income Tax-Current	1.55	4.75
Provision for Deferred Tax	0.08	(0.88)
Profit for the period	4.56	13.52

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 2020-21.



4. CAPITAL STRUCTURE / STOCK OPTION

Authorised Share Capital:

The authorized share capital of the Company as at March 31, 2021 was Rs. 4, 25, 00,000/-

Paid-up Share Capital:

The paid-up share capital as at March 31, 2021 stands at Rs. 3,34,75,000/- comprising of 33,47,500 equity shares of Rs. 10/- each fully paid up.

There was no public issue, right issue, bonus issue or preferential issue, etc. during the year. The Company has neither issued shares with differential voting rights, sweat equity shares, nor has it granted any stock options.

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. Varun Gaur*	Independent Director	January 27, 2017	December 10, 2020
2.	Mr. Monendra Srivastava	Independent Director	May 05, 2016	-
3.	Mr. Anand Rai#	Additional Director	June 25, 2021	-
4.	Mrs. Sushma Jain	Director	August 26, 2019	-
5.	Mr. Vinay Singh**	Additional Director	January 16, 2021	-
6.	Mr. Mohan Jagdish Agarwal***	Additional Director	February 10, 2021	-

*Mr. Varun Gaur cease to be Director w.e.f. 10.12.2020 due to due to his death. The Directors place on record their deep appreciation for his valuable guidance and assistance received during the tenure as a Director.

#Mr. Anand Rai resigned from the post of Director on 14.06.2021 and appointed as an additional Director (Executive) w.e.f. 25.06.2021, who has been regularized in 2021 AGM.

**Mr. Vinay Singh appointed as an additional Director (Non-Executive Independent Director) of the Company w.e.f. 16.01.2021 who has been regularized in 2021 AGM.

***Mr. Mohan Jagdish Agarwal appointed as an additional Director (Executive) of the company w.e.f. 10.02.2021 who has been regularized in 2021 AGM.



Key Managerial Personnel

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

Sr. No.	Name of Director	Designation	Date of Appointment	Date of Cessation
1.	Mr. Narayanjee Thakur*	Whole Time Director	January 27, 2018	30.09.2020
2.	Mr. Zabihullah Burhani**	Whole Time Director	January 11, 2021	
3.	Ms. Kanika Mehra	Company Secretary	August 10, 2019	-
4.	Mr. Himanshu Gopal	Chief Financial Officer	August 27, 2019	-

*Mr. Narayanjee Thakur cease to be Director w.e.f. 30.09.2020.

*The Board in its meeting held on January 11, 2021 appointed Mr. Zabihullah Burhani, as a Whole Time Director of the Company subject to the approval of the shareholders in ensuing Annual General Meeting.

6. DECLARATION BY INDEPENDENT DIRECTORS

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

7. MEETINGS OF THE BOARD & COMMITTEE 's

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

During the year ended March 31, 2021, the Board met 6 times, Audit Committee met 4 times and Nomination & Remuneration Committee met 4 times. The details of Board/committee meetings and the attendance of Directors are provided in the Corporate Governance Report, which forms a part of this Report.

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

8. INDEPENDENT DIRECTORS MEETING

During the Financial Year 2020-21 one meeting of the Independent Directors was held on 20.03.2021 to discuss the evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole, evaluation of the performance of the Chairman of the Company taking into account the views of the



executive and non-executive Directors and evaluation of the quality, content and timeliness of the flow of information between the management and Board which is necessary for the Board to perform its duties.

9. APPOINTMENT AND REMUNERATION POLICY

The Company has formulated a remuneration policy which provides the manner of selection of Board of Directors, KMP and their remuneration. In case of appointment of independent Directors, the Nomination and Remuneration Committee shall satisfy itself with regard to independent nature of the Directors viz-a-viz the company so as to enable the Board to discharge its performance and duties effectively.

10. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Regulation 17(10) of the Listing Regulations and the circular issued by SEBI dated 5th January, 2017 with respect to Guidance Note on Board Evaluation, the evaluation of the annual performance of the Directors/Board/Committees was carried out for the financial year 2020-21. 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. ASHM & Associates, Chartered Accountants, (Firm Registration No. 005790C) were appointed as statutory auditors of the company at the Annual General Meeting (AGM) held on 28th September, 2018 for a term of four years i.e. from conclusion of 35th AGM till the conclusion of 39th AGM of the company to be held in year 2022, 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, 2021 on the financial statements of the Company forms a part of this Annual Report. There are no qualifications, reservations, adverse remarks, disclaimer or emphasis of matter in the Auditors' Reports.

• 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 June 25, 2021 had appointed **M/s Anjali Suri & Associates (COP No. 21005)**, to undertake the Secretarial Audit of the Company for the Financial Year 2020-21. The Secretarial Auditors have submitted their report, confirming compliance by the Company of all the provisions of applicable corporate laws. The Report does not contain any qualification, reservation or adverse remark or disclaimer. The Secretarial Audit Report is annexed herewith 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 embed a sense of inclusion and equality in our people. This means fostering a conducive work environment that enhances professional and personal growth. Our strong team culture of mutual trust, oneness, learning, care and concern is a key inspiration to meet tomorrow's challenges.

The Company has also adopted a Policy on Prevention of Sexual Harassment at workplace for the financial year 2020-21, 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 provisions of Section 92 of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in Form No. MGT – 9 is attached as *Annexure-2* to this report.
- 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:** There are no significant or material orders passed by the Regulators or Courts or tribunal impacting the going concern status of the Company and its future operations.
- 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/pdf/termsandconditions/small_Whistle_Blower_Policy.pdf). 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, 2021 and of the profits of the company for the year ended March 31, 2021;
- 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 : 25.06.2021

Mohan Jagdish Agarwal
Director
DIN: 07627568



Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021**
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]*

To,
The Members,
Mega Nirman & Industries Limited
A-6/343B, Paschim Vihar,
New Delhi -110063

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 me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my Opinion thereon.

Based on my verification of **MEGA NIRMAN & INDUSTRIES LIMITED (CIN: L70101DL1983PLC015425)** (“the Company”) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the **MEGA NIRMAN & INDUSTRIES LIMITED (“The Company”)** for the financial year ended on 31st March 2021 according to the provisions of:
 - i. The Companies Act, 2013 and the Rules made thereunder.
 - ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder.
 - iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: *Not applicable to the extent of Overseas Direct Investment and External Commercial Borrowings as there were no reportable events during the financial year under review.*
 - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 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, 2009;
Not applicable
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable**
- i) Any other provisions as may be applicable to company.

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

- i) Secretarial Standards issued by the Institute of Company Secretaries of India.
 - ii) The SEBI (LODR) Regulation 2015 entered into by the Company with Stock Exchanges
 - iii) During the period under review and as per explanations and clarifications given to 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.
2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:
- a. maintenance of various statutory registers and documents and making necessary entries therein;
 - b. closure of the Register of Members.
 - c. forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government.
 - e. service of documents by the Company on its Members, Auditors and the Registrar of Companies and other stakeholders.
 - f. notices of Board meetings and Committee meetings of Directors.
 - g. the meetings of Directors and Committees of Directors including passing of resolutions by circulation.
 - h. the 37th Annual General Meeting held on Wednesday, the 30th Day of September 2020.
 - i. minutes of proceedings of General Meetings and of the Board and its Committee meetings; approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required.
 - j. constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors.
 - k. payment of remuneration to Directors including the Managing Director and Whole-time Directors,
 - l. appointment and remuneration of Auditors and Cost Auditors; **Not Applicable**
 - m. transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares.
 - n. declaration and payment of dividends; **No dividend has been declared during reporting period**
 - o. Transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs; **No Amount was pending**



- p. borrowings and registration, modification and satisfaction of charges wherever applicable.
- q. investment of the Company's funds including investments and loans to others.
- r. form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule III to the Act.
- s. Directors' report.
- t. contracts, common seal, registered office and publication of name of the Company; and
- u. Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. I further report that:

- a. the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.

5. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed there under by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.

6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

7. I further report that:

- a. the Company has complied with the requirements under the SEBI (LODR) Regulation 2015 entered into with Stock Exchanges.
- b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
- c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;



I further report that as per explanation given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date: 25.06.2021
Place: Delhi

*For Anjali Suri & Associates
Company Secretaries*

*Sd/-
CS ANJALI SURI
Practicing Company Secretary
C.P. No.: 21005
M No. 54171
UDIN: A054171C000569994*

* This report is to be read with our letter of even date which is annexed as Annexure A

Annexure A

**To,
The Members,
Mega Nirman & Industries Limited
A-6/343B, Paschim Vihar,
New Delhi -110063**

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, 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.



7. Due to COVID-19 Pandemic, we have not inspected physical records, papers, registers etc. of the Company for the financial year 2020-21 and information required by us were provided through electronic Mode. Therefore, we also recommend the company to strengthen its Compliance as per requirement of law.

Date: 25.06.2021

Place: Delhi

*For Anjali Suri & Associates
Company Secretaries*

Sd/-

CS ANJALI SURI
Practicing Company Secretary
C.P. No.: 21005
M No. 54171
UDIN: A054171C000569994

Annexure-2

**Extract of Annual Return
(Form No.MGT-9)**

As on the Financial Year ended on March 31st, 2021

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]*

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	L70101DL1983PLC015425
(ii)	Registration Details	March 23, 1983
(iii)	Name of Company	Mega Nirman & Industries Limited
(iv)	Category / Sub-Category of the Company	Public Company Limited by Shares
(v)	Address of the Registered Office and Contact Details	A-6/343B, Paschim Vihar, New Delhi-110063 Tel: 011-49879687
(vi)	Whether listed company	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, If any	Beetal Financial Computer Services Pvt. Ltd Beetal House, 3rd Floor, 99, Madangir, behind LSC, New Delhi – 110062; Tel: +011- 29961281-83; Fax: 011-29961284

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:



S. No.	Name & Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Precious and semi-precious stones	46	NIL Turnover

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section of the Companies Act, 2013
N.A.					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Shareholding

S. No.	Category of Shareholder	No. of shares held at the beginning of the year (April 01, 2020)				No. of shares held at the end of the year (March 31, 2021)				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total share	
A.	Promoter									
(1)	Indian									
	a) Individuals/ HUF	75100	-	75100	2.24	75100	-	-	2.24	-
	b) Central Govt.	-	-	-	-	-	-	-	-	-
	c) State Govt(s)	-	-	-	-	-	-	-	-	-
	d) Bodies Corp.	-	-	-	-	-	-	-	-	-
	e) Banks/FI	-	-	-	-	-	-	-	-	-
	f) Any Others	-	-	-	-	-	-	-	-	-
	Sub Total(A)(1)	75100	0	75100	2.24	75100	0	75100	2.24	-
(2)	Foreign									
	a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
	b) Other –	-	-	-	-	-	-	-	-	-
	c) Bodies Corp.	-	-	-	-	-	-	-	-	-
	d) Banks/FI	-	-	-	-	-	-	-	-	-
	e) Any Others	-	-	-	-	-	-	-	-	-



	Sub Total(A)(2)	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter	75100	0	75100	2.24	75100	0	75100	2.24	-
B.	Public shareholding									
(1)	Institutions									
	a) Mutual Funds	-	-	-	-	-	-	-	-	-
	b) Banks/FI									
	c) Central Govt.	-	-	-	-	-	-	-	-	-
	d) State Govt(s)	-	-	-	-	-	-	-	-	-
	e) Venture Capital	-	-	-	-	-	-	-	-	-
	f) Insurance									
	g) FIIs	-	-	-	-	-	-	-	-	-
	h) Foreign Venture	-	-	-	-	-	-	-	-	-
	i) Others	-	-	-	-	-	-	-	-	-

S. No.	Category of Shareholder	No. of shares held at the beginning of the year (April 01, 2020)				No. of shares held at the end of the year (March 31, 2021)				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total share	
	Sub-Total (B)(1)	-		-	-	-	-	-	-	-
(2)	Non-Institutions									
	a) Bodies Corp									
	(i) Indian	611720	-	611720	18.27	238543	-	238543	7.12	-11.15
	(ii) Overseas	-	-	-	-	-	-	-	-	-
	b) Individual									
	(i) Individuals shareholders holding nominal share capital up to Rs. 1 lakh	108622	83900	192522	5.75	512084	83900	595984	17.80	+12.05



	(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	2257758	12000	2269758	67.81	2245517	12000	2257517	67.44	-0.37
	c) Others									
	(i) Clearing Members	-	-	-	-	19115	-	19115	0.57	+0.57
	(ii) HUF	198400	-	198400	5.93	161241	-	161241	4.82	-1.11
	Sub-Total (B)(2)	3176500	95900	3272400	97.75	3176500	95900	3272400	97.75	-
	Total Public Shareholding (B) = (B)(1)+(B)(2)	3176500	95900	3272400	97.75	3176500	95900	3272400	97.75	-
	TOTAL (A)+(B)	3251600	95900	3347500	100	3251600	95900	3347500	100	-
C.	Shares held by Custodians for GDRs &	-	-	-	-	-	-	-	-	-
	Grand Total (A)+(B)+(C)	3251600	95900	3347500	100	3251600	95900	3347500	100	-

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year (April 01, 2020)			Shareholding at the end of the year (March 31, 2021)		% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Yogesh Kumar Goyal	75100	2.24	0	2.24	0	-



(iii) Change in Promoters' Shareholding

Name	Shareholding at the beginning of the year		Date	Increase/decrease during the year	Reasons	Cumulative Shareholding during the year/Shareholding	
	No. of Shares	% of total shares of the company				No. of shares	% of total shares of the company
Yogesh Kumar Goyal	75100	2.24%				75100	2.24%
	75100	2.24%				75100	2.24%

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**(v) Shareholding of Directors and Key Managerial Personnel:**

S. No.	Name of the Shareholder	Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Adhunik Technology Private Limited				
	At the beginning of the year	1,66,342	4.96	1,66,342	4.96
	Bought during the year	-	-	1,66,342	4.96
	Sold during the year	-	-	1,66,342	4.96
	At the end of the year	166342	4.96	166342	4.96
2	Deepak Kumar				
	At the beginning of the year	2,500	0.07	2500	0.07
	Bought during the year	1,71,875	5.13	1,74,375	5.21
	Sold during the year	53,141	1.58	1,21,234	3.62
	At the end of the year	1,21,234	3.62	1,21,234	3.62
3	Naresh Arora				



	At the beginning of the year	100000	2.98	100000	2.98
	Bought during the year	-	-	100000	2.98
	Sold during the year	-	-	100000	2.98
	At the end of the year	100000	2.98	100000	2.98
4	Sanjeev Kumar Gakhar				
	At the beginning of the year	100000	2.98	100000	2.98
	Bought during the year	-	-	100000	2.98
	Sold during the year	-	-	100000	2.98
	At the end of the year	100000	2.98	100000	2.98
5	Hari Chand				
	At the beginning of the year	100000	2.98	100000	2.98
	Bought during the year	-	-	100000	2.98
	Sold during the year	-	-	100000	2.98
	At the end of the year	100000	2.98	100000	2.98
6.	Rajeev Kumar Gakhar				
	At the beginning of the year	100000	2.98	100000	2.98
	Bought during the year	-	-	100000	2.98
	Sold during the year	-	-	100000	2.98
	At the end of the year	100000	2.98	100000	2.98
7.	Shipra Arora				
	At the beginning of the year	100000	2.98	100000	2.98
	Bought during the year	-	-	100000	2.98
	Sold during the year	-	-	100000	2.98
	At the end of the year	100000	2.98	100000	2.98
8.	Manju Sirohi				
	At the beginning of the year	100000	2.98	100000	2.98
	Bought during the year	-	-	100000	2.98
	Sold during the year	-	-	100000	2.98
	At the end of the year	100000	2.98	100000	2.98
9.	Kanta Rani				
	At the beginning of the year	100000	2.98	100000	2.98
	Bought during the year	-	-	100000	2.98



	Sold during the year	-	-	100000	2.98
	At the end of the year	100000	2.98	100000	2.98
10.	Ashok Kumar Sirohi				
	At the beginning of the year	100000	2.98	100000	2.98
	Bought during the year	-	-	100000	2.98
	Sold during the year	-	-	100000	2.98
	At the end of the year	100000	2.98	100000	2.98

S. No.	Name & Designation	Shareholding at the beginning of the year (April 1, 2020)		Date wise Increase/Decrease in Share Holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity, etc.)	Cumulative Shareholding during the year (2020-21)		At the end of the year (March 31, 2021)	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
NIL*								

**None of the Directors or Key Managerial Personnel holds or has held any share in the Company at the beginning/end of the Financial Year.*

V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(in Rs.)

Particulars	Secured Loans	Unsecured	Deposits	Total
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
Total(i + ii + iii)				
Change in Indebtedness during the financial year				
i) Addition	-	-	-	-
ii) Reduction	-	-	-	-



Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total(i + ii + iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Director and/or Manager:

S. No.	Particulars of Remuneration	Name of Managing Director/Whole-time Director/ Manager	Total Amount (In Rs.)
		Mr. Narayanjee Thakur (WTD)*	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	1,80,000	1,80,000
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - Others, specify	-	-
5	Others, please specify	-	-
	Total (A)	1,80,000	1,80,000
	Ceiling as per the Act	As per the Companies Act, 2013	



B. Remuneration to other directors:

S.No.	Name	Fee	Commission	Total
1.	Ms. Sushma Jain (Non-Executive Independent Director)	15,000	0	15000
2.	Mr. Anand Rai (Executive Director)	5,000	0	5,000
	Total	20,000	0	20,000
	Ceiling as per the Act	As per the Companies Act, 2013		

C. Remuneration to Key Managerial Personnel other than Managing Director/ Manager/ Whole-time Director

Amount (Rs.)

Sl.	Particulars of Remuneration	Key Managerial Personnel		Total
No.		Ms. Kanika Mehra (CS)	Mr. Himanshu Gopal(CFO)	
1.	Gross salary			
	a) Salary as per provisions contained in section 17(1) of	5,72,000	3,25,000	8,97,000
	b) Value of perquisites u/s 17(2) Income-tax	-	-	-
	c) Profits in lieu of salary under section 17(3)	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Others, please specify	-	-	-



Total	5,72,000	3,25,000	8,97,000
--------------	----------	----------	----------

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/ punishment/ compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any during the year.

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 2020-21 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 2020-21 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



Corporate Governance Report

A) COMPANY'S PHILOSOPHY:

At Mega Nirman & Industries Limited ("the Company"), Corporate Governance is both a tradition and a way of life.

"We will, with utmost care for the environment envisages attainment of the highest levels of transparency and accountability in the functioning of Company, continue to enhance value for our shareholders, customers, government, suppliers, and lenders and to build the confidence of the society in general through sales growth, cost effectiveness and wise investment of resources."

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

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

Highlights of Company's Corporate Governance regime are:

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



- Communication with shareholders including emailing of Annual Reports, other documents.

B) BOARD OF DIRECTORS:

(i) Composition

The composition of Board of Directors is in compliance with Regulation 17 of the Listing Regulations as well as the Companies Act, 2013 read with the Rules issued thereunder. The Company has optimum composition of Executive and Non-Executive Directors. Out of Six members on its Board, three are Non-Executive Independent Directors including a Woman Director and One Whole Time Director as on 31st March, 2021.

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

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

S. No.	Name of Independent Director	Date of Appointment	Date of Completion of Tenure
1	Mr. Monendra Srivastava*	May 05, 2021	May 04, 2026
2.	Mr. Varun Gaur**	January 27, 2017	-
2	Mr. Vinay Singh***	January 16, 2021	January 15, 2026
4.	Mrs. Sushma Jain	August 26, 2019	August 25, 2024

*Mr. Monendra Srivastava has been appointed for first term of 5 years on May 05, 2016 and re-appointed for second term for 5 years as approved in the AGM dated 30.09.2020.

** Mr. Varun Gaur cease to be director w.e.f. 10.12.2020 due to his death. The Directors place on record their deep appreciation for his valuable guidance and assistance received during the tenure as a Director.



*** Mr. Vinay Singh appointed as Non-executive Independent Director w.e.f. 16.01.2021 for first term for 5 years which is subject to the regularization in the ensuring AGM dated 05.08.2021.

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 30.06.2020, 31.08.2020, 21.10.2020, 13.11.2020, 11.01.2021 and 10.02.2021.



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, 2021 attendance at the Board meetings held during the Financial Year and No. of other Directorship & Committee Member in other Companies and at the last Annual General Meeting (AGM) are given in table below:

Name and Designation	Category	No. of Board Meetings		Last AGM Attendance	No. of other Directorship & Committee Member/Chairmanship in other Companies\$		
		Held during Year 2020-21	Attended		Attended	Directorship	Committee Membership
Mr. Monendra Srivastava (DIN: 07489845)	Independent Director	6	5	NO	2	2	1



Mr. Varun Gaur* (DIN: 07721184)	Independent Director	6	4	NO	-	0	-
Mr. Narayanjee Thakur# (DIN: 00445013)	Whole time Director	6	1	NO	1	-	-
Mr. Anand Rai (DIN: 06855524)	Director	6	6	YES	1	1	-
Mrs. Sushma Jain (DIN: 08545336)	Independent Director	6	6	YES	1	1	1
Mr. Zabihullah Burhani* (DIN: 07097788)	Wholetime Director	6	1	NA	-	-	-
Mr. Vinay Singh** (DIN: 09032266)	Additional Director (Independent)	6	1	NA	1	1	-
Mr. Mohan Jagdish Agarwal*** (DIN: 07627568)	Additional Director	6	1	NA	2	-	-

#Mr. Narayanjee Thakur cease to be Director W.e.f. 30.09.2020.

* Mr. Zabihullah Burhani appointed as Wholetime Director W.e.f. 11.01.2021

**Mr. Vinay Singh appointed as additional Independent Director W.e.f. 16.01.2021

*** Mr. Mohan Jagdish Agarwal appointed as additional Director W.e.f. 10.02.2021

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, 2021 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 22" 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:

Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
Mr. Narayanjee Thakur*	Mr. Monendra Srivastava	Mr. Monendra Srivastava
Mr. Varun Gaur **	Mr. Varun Gaur**	Ms. Sushma Jain (Chairman)
Mr. Monendra Srivastava(Chairman)	Ms. Sushma Jain (Chairman)	Mr. Anand Rai
Mr. Anand Rai		
Mrs. Sushma Jain		

* Mr. Narayanjee Thakur cease to be Director W.e.f. 30.09.2020

**Mr. Varun Gaur cease to be Director W.e.f. 10.12.2020.

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
Monendra Srivastava	4	4	4	4
Varun Gaur	4	3	4	1
Narayanjee Thakur* (cease to be director w.e.f. 30.09.2020)	4	1	4	-
Anand Rai	4	3	4	-
Sushma Jain	4	1	4	4



Vinay Singh (appointed w.e.f. 16.01.2021)	4	-	4	2
---	---	---	---	---

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

AUDIT COMMITTEE

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

(i) Terms of reference:

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

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



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



20. Review of Management letters / letters of internal control weaknesses issued by the statutory auditors;
21. Review of Internal audit reports relating to internal control weaknesses;
22. Review of Financial statement, in particular, investments made by the subsidiary company(s);
23. Review of appointment, removal and terms of reference of Chief Internal Auditor;
24. Recommend appointment and remuneration of Cost Auditors;
25. Any other role as prescribed by the Companies Act, 2013 and the Listing Regulations.

(ii) Invitees:

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

(iii) Meetings

Audit Committee meets at least four times in a year with a gap of not more than four months between two meetings. During the year the Committee met four times i.e. on 30.06.2020, 31.08.2020, 13.11.2020 and 10.02.2021.

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 four times i.e. on 31.08.2020, 11.01.2021, 16.01.2021 and 10.02.2021.



(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, 2021.

(iv) Transfers, Transmissions etc. approved

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

The Company had 703 shareholders as on March 31, 2021.

D) ANNUAL PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Regulation 17(10) of the Listing Regulations and the circular issued by SEBI dated 5th January, 2017 with respect to Guidance Note on Board Evaluation, the evaluation of the annual performance of the Directors/Board/Committees was carried out for the financial year 2020-21.

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 2020-21, the Company did not advance any loans to any of the executive and/or non-executive directors.

i. Remuneration to Executive Directors

Details of remuneration paid/payable to directors during 2020-21 are provided in an annexure to the Directors' Report in section VI of Form MGT-9, i.e., extract of the Annual Return.

ii. Remuneration to Non-Executive Directors

During the FY 2020-21, the Company has not paid any remuneration to the non-executive directors.

iii. Criteria for making payment to Non-Executive Directors

During the FY 2020-21 the Company has paid fee to the non-executive directors as per the MGT-9.

iv. Shareholding of directors

Information on shares held by directors in the Company as on March 31, 2021 is provided in the annexure to the Directors' Report in section IV (v) of Form MGT-9, i.e., extract of the Annual Return.

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
2019-20(37 th AGM)	September 30, 2020	11:00 AM	Through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of members at a common venue.
2018-19 (36 th AGM)	September 27, 2019	11:00 AM	Apsara Grand Banquets, A-1/20 B, Paschim Vihar, Rohtak Road, Near Metro Station Paschim Vihar (West), New Delhi-110063
2017-18 (35 th AGM)	September 28, 2018	10:00 A.M.	Apsara Grand Banquets, A-1/20 B, Paschim Vihar, Rohtak Road, Near Metro Station Paschim Vihar (West), New Delhi-110063



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
37 th AGM	September 30, 2020 (11:00 A.M.)	Regularization of Mr. Monendra Srivastava as an Independent Director of the Company for second term who shall hold office for the period of 5 years up to 04 May, 2026.
36 th AGM	September 27, 2019 (11:00 A.M.)	No special resolutions were passed
35 th AGM	September 28, 2018 (10:00 A.M.)	No special resolutions were passed

iii. Special Resolutions passed through Postal Ballot during FY 2020-21

During the year ended 31st March, 2021, 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 2020-21. A declaration signed to this effect by Mr. Narayanjee Thakur (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 2020-21 there were no transactions with the related party's viz. promoters, directors or the management, their subsidiaries or relatives, etc.

ii. Compliance with Mandatory requirements of Listing Regulations:

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

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

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



- iv. Annual listing fee for the year 2020-21 (as applicable) paid to the Stock Exchanges where the shares of the Company are listed.
- v. Notes on risk management are included in the Section of Director Report. Further, The Company is not mandatorily required to constitute Risk Management Committee, but our Company has laid down procedure to inform Board Members about the risk assessment and minimization procedures. These procedures are being periodically reviewed to ensure that management controls risk through the means of properly defined framework of the Company.

vi. Disclosure on the Website:

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

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

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.mnil.in>". The website also displays official news release, if any.

iii. Investors call:



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

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

J) GENERAL SHAREHOLDERS' INFORMATION

i. Date, Time and Venue for 38th Annual General Meeting

As per notice of 38th Annual General Meeting, the meeting is scheduled to be held on Thursday, 05th August, 2021 at 11:00 am through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of members at a common venue.

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 2021-22 is as follows:

Item	Tentative Dates *
First Quarter Results	August 14, 2021
Second Quarter Results	Before 14 th November, 2021
Third Quarter Results	Before 14 th February, 2022
Audited Annual Results for the year	Before 30 th May, 20212

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

iii. Book Closure & Dividend Payment Dates

Book Closure date is as per Notice of 38th Annual General Meeting. Further, no dividend has been recommended for the year ended March 31, 2021.

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 2020-21 is given hereinafter:

Month	BSE	
	High (₹)	Low (₹)
Apr-20	-	-
May-20	-	-
Jun-20	-	-
July-20	-	-
Aug-20	-	-
Sep-20	18.50	12.07
Oct-20	25.80	18.00
Nov-20	27.20	19.80
Dec-20	26.95	17.75
Jan-21	23.65	16.60
Feb-21	15.80	8.90
Mar-21	9.07	7.42

vii. Growth in Equity Capital

	Particulars	Number of Equity Shares	Cumulative Number of Equity Shares	Face Value per Equity Share (₹)
1982-83	Issue of Equity Shares to the Subscribers to the Memorandum and Articles of Association	70	70	10
1983-84	Issue of Equity Shares on Preferential basis	2,47,430	2,47,500	10



2001-02	Issue of Equity Shares on Preferential basis	3,00,000	5,47,500	10
2014-15	Issue of Equity Shares on Preferential basis	28,00,000	33,47,500	10

viii. Share Transfer System

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

ix. Distribution of shareholding as on March 31, 2021

(a) Value Wise

Shareholding of nominal value (in `)	Shareholders		Shareholding	
	Number	%	Number	%
Upto 5000	1062	80.21	115958	3.46
5001 to 10000	80	6.04	66186	1.98
10001 to 20000	46	3.47	71032	2.12
20001 to 30000	26	1.96	65007	1.95
30001 to 40000	14	1.05	49367	1.47
40001 to 50000	16	1.20	75235	2.25
50001 to 100000	26	1.96	190456	5.69
100001 and above	54	4.07	2714259	81.08
Total	1324	100		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	238543	7.12
4	Non Resident Indians	0	0
5	FII / Foreign Investors	0	0
6	Indian Public	3033857	90.64
	Total	3347500	100

CAPITAL STRUCTURE OF COMPANY

**Authorised Capital: Rs. 42,500,000/-
Paid Up Capital : Rs. 33,475,000/-**

x. Unclaimed Dividends

There are no unclaimed dividends, details of which are required to be given as at the March 31, 2021.

xi. Equity Shares in Unclaimed Suspense Account

There are no equity shares which are lying in the unclaimed suspense account as at March 31, 2021.

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

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

xiii. Compliance Certificate from the Practicing Company Secretary



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

xiv. Dematerialization of Shares

The Company has signed agreements with National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL). 32,51,600 equity shares of the Company (97.14%) were in dematerialized form as on March 31, 2021. 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, 2021 stands at 33, 47,500 equity shares of Rs.10 each amounting to Rs.3,34,75,000 (Rupees Three Crores Thirty Four Lakhs Seventy Five Thousand only).

xv. Address for Correspondence

- All Members' correspondence should be forwarded to **Beetal Financial and Computer Services Pvt Ltd**, the Registrar and Transfer Agent of the Company or to the Investor Service Department at the Registered Office of the Company at the addresses mentioned below.
- The Company's dedicated e-mail address for Investors' Complaints and other communications is **secretarial.mnil@gmail.com**
- 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 A6/343B, Paschim Vihar, New Delhi-110063 E-mail: <u>secretarial.mnil@gmail.com</u> Website: <u>www.mnil.in</u> Tel: +91 011-49879687	Ms. Kanika Mehra (Company Secretary) E-mail: <u>secretarial.mnil@gmail.com</u> Website: <u>www.mnil.in</u>



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, 2021 to the extent mentioned below:

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

The Company has no Regular Chairman as at March 31, 2021.

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 no 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, 2021.

For Mega Nirman & Industries Limited

Sd/-

Place: New Delhi
Date: 25.06.2021

Zabihullah Burhani
Whole Time Director
DIN: 07097788

Annexure-B

NOMINATION & REMUNERATION POLICY

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

Report which forms a part of this report. The Nomination & Remuneration policy for members of the Board and KMPs is drafted in a manner which aims to improve the performance of the Board of Directors and KMPs of Mega Nirman & Industries Limited (the 'Company') and subsequently enhance the value of the Company, to motivate and retain them, and to be able to attract other highly qualified executives.

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

OBJECTIVES OF NOMINATION & REMUNERATION POLICY

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



BASIS OF FORMULATION

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

KEY ELEMENTS OF THE POLICY

The following elements are taken into consideration:

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

Terms of reference

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

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



be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

Annexure-C

CERTIFICATE OF COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To
The Members,
Mega Nirman & Industries Limited
A-6/343B, Paschim Vihar,
New Delhi -110063

We have examined the compliance of conditions of Corporate Governance by **Mega Nirman & Industries Limited CIN: L70101DL1983PLC015425** (hereinafter referred as "the Company") for the year ended March 31, 2021, 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.

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.

In our opinion and to the best of our information and according to the explanations sought and replies given to us by the Management of the Company, We hereby certify that the Company has Suo moto complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable.

We state that in respect of investor grievances received during the year ended 31st March, 2021, no investor grievances are pending against the Company for a period exceeding 15 days as per records maintained by the company which are presented to the Board of Directors of the Company.

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.

For Anjali Suri & Associates
Company Secretaries

Place: New Delhi
Date: 25.06.2021

CS Anjali Suri
Practicing Company Secretary
M No.: 54171
C.O.P No: 21005
UDIN: A054171C000573635



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, 2021 and that to the best of our knowledge and belief we state that:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. 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:
- i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. 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: 25.06.2021

Zabihullah Burhani
Whole Time Director

Himanshu Gopal
Chief Financial Officer



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
A-6/343B, Paschim Vihar,
New Delhi -110063

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Mega Nirman & Industries Limited** having **CIN: L70101DL1983PLC015425** and having registered office at A-6/343B, Paschim Vihar, New Delhi -110063 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my our opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 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

Sr. 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.	Mohan Jagdish Agarwal	07627568	10/02/2021
5.	Sushma Jain	08545336	26/08/2019
6.	Vinay Singh	09032266	16/01/2021

Ensuring the eligibility of for 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.



Place: New Delhi
Date: 25.06.2021

For Anjali Suri & Associates
Company Secretaries

CS Anjali Suri
Practicing Company Secretary
M No.: 54171
C.O.P No: 21005
UDIN: A054171C000573547



Independent Auditor's Report

To

The Members of **Mega Nirman & Industries Limited**
Report on the IND AS Financial Statements

Opinion

We have audited the standalone financial statements of **Mega Nirman & Industries Limited** (“the Company”), which comprise the Standalone Balance Sheet as at March 31, 2021, and 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”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone 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 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 financial statement 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.

The balances of trade receivables and other assets are subject to confirmation from third party.



Management’s Responsibility for the 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 IND AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards(IND AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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 accounting policies; making judgements 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are 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 is also responsible for overseeing the Company’s financial reporting process.

Auditor’s Responsibility

Our objectives are to obtain reasonable assurance about whether the standalone 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 user taken on basis of these standalone financial statements.

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

- i. Identify and access the risk of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risk, 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.



- ii. 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 Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. 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 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.
- v. Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone 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 safeguard

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, 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) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, 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 Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement of change in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.



- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) 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”.
3. 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. The Company has no any pending litigations on its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For ASHM & Associates
Chartered Accountants
Firm’s Registration No. 005790C

Sd/-

Manoj Kumar Bajaj
Partner
M.No-091107
UDIN: 21091107AAAABB6862

Place: New Delhi
Date: 25.06.2021



Annexure ‘A’

The Annexure referred to in paragraph 1 of Our Report on “Other Legal and Regulatory Requirements”.

We report that:

- i.
 - a. The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - b. As explained to us, fixed assets have been physically verified by the management.
- 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. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a),(b) and (c)of the order are not applicable to the Company.
- iv. In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. The company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act, 2013.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148of the Companies Act, 2013.
- vii.
 - i. According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees’ State Insurance, , Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us, the company has no outstanding dues as on 31.3.2021.
 - ii. According to the information and explanations given to us, there is no amount payable in respect of service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.
- viii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders, as applicable to the company.



- ix. Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.
- x. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, we report that managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. The company is not a Nidhi Company. Therefore clause xii of the order is not applicable to the company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. The balances of debtors and creditors are subject to confirmations.
- xvi. The company has not entered into non-cash transactions with directors or persons connected with him.
- xvii. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For ASHM & Associates

**Chartered Accountants
Firm's Registration No. 005790C**

Place: New Delhi

Date: 25.06.2021

**Manoj Kumar Bajaj
Partner
M.No-091107
UDIN: 21091107AAAABB6862**



ANNEXURE—"B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MEGA NIRMAN & INDUSTRIES LIMITED AS ON 31ST MARCH 2021

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

**To the Members of
Mega Nirman & Industries Limited**

We have audited the internal financial controls over financial reporting of **Mega Nirman & Industries Limited** ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India".] 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including



the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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 become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For ASHM & Associates

**Chartered Accountants
Firm's Registration No. 005790C**

Place: New Delhi

Date: 25.06.2021

**Manoj Kumar Bajaj
Partner
M.No-091107
UDIN: 21091107AAAABB6862**



MEGA NIRMAN & INDUSTRIES LIMITED
CIN: L70101DL1983PLC015425
BALANCE SHEET AS AT 31ST MARCH 2021

Particulars	Note No.	March 31, 2021	March 31, 2020
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	2	5,58,289	1,79,323
(b) Financial Assets			
(i) Investments	3	20,00,000	20,00,000
(ii) Loans	4	80,00,000	80,00,000
(iii) Other Financial Assets			
(c) Other Non-Current Assets		28,29,850	28,29,850
(d) Deferred Tax Assets		85,963	93,982
Current assets			
(a) Financial Assets			
(i) Loans	5	3,57,34,591	3,54,19,631
(ii) Cash and cash equivalents	6	3,96,341	82,487
(iii) Trade Receivables	7	5,73,19,713	5,96,52,117
(iv) Inventories	8	19,12,440	-
(v) Other Financial Assets			
(b) Other Current Assets	9	5,70,905	6,51,864
(c) Current Tax Assets	10	2,73,088	72,961
Total Assets		10,96,81,181	10,89,82,216
EQUITY AND LIABILITIES			
Equity			-
(a) (i) Equity Share Capital	11	3,34,75,000	3,34,75,000
(b) Other Equity	12	1,52,24,586	1,47,39,728
Liabilities	-		
Non-Current liabilities		-	-
(a) Financial Liabilities			
(i) Loans		-	-
(b) Deferred Tax Liabilities		-	-
Current liabilities			
(a) Financial Liabilities			
(i) Loans		-	-
(ii) Trade Payables	13	5,92,71,943	5,82,91,106
(iii) Other Financial Liabilities			
(b) Provision		51,246	40,000
(c) Other Current Liabilities	14	12,46,521	17,05,101
(d) Current Tax Liabilities		4,11,884	7,31,281
Total Equity and Liabilities		10,96,81,181	10,89,82,216

1

Summary of Significant Accounting Policies
The accompanying notes are an integral part of the Financial Statements.

In terms of our report attached.

For ASHM & Associates
Chartered Accountants

Manoj Kumar Bajaj
Partner
FRN. 005790C
M.No. 091107

Place : New Delhi
Date : 25.06.2021

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

Zabihullah Burhani
Whole Time Director
DIN:- 07097788

Mohan Jagdish Agarwal
Director
DIN: 07627568

Kanika Mehra
Company Secretary
M.No. A50543

Himanshu Gopal
Chief financial Officer
PAN: BOTPG1406C



MEGA NIRMAN & INDUSTRIES LIMITED
Statement of Profit & Loss for the Year Ended 31st March 2021

Particulars	Note No.	March 31, 2021	March 31, 2020
INCOME			(in rupees)
Revenue from operations	15	-	1,84,05,327
Other Income	16	30,21,578	30,76,032
Total Income		30,21,578	2,14,81,359
Expenses			
Purchases of Stock-in-Trade	17	19,12,440	1,75,43,349
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	18	(19,12,440)	-
Employee benefits expenses	19	12,77,000	12,49,715
Finance costs	20	1,020	750
Depreciation and amortization expenses		39,932	60,696
Other expenses	21	10,84,222	8,88,425
Total Expenses		24,02,174	1,97,42,935
Profit/(loss) before tax		6,19,404	17,38,424
Tax expense:			
Current Tax		1,55,325	4,74,722
Deferred Tax		8,019	(87,902)
Profit/(loss) for the period		4,56,060	13,51,604
Other Comprehensive Income			
A) (i) Items that will not be reclassified to profit or loss		-	-
- Remeasurements of the defined benefit plans, net of tax		-	-
A) (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		-	-
B) (ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Other Comprehensive Income for the year, Net of Tax			
Total Comprehensive Income for the year (Comprising (Loss) and Other Comprehensive Income for the year)		4,56,060	13,51,604
Earnings per equity share:			
(1) Basic		0.14	0.40
(2) Diluted		-	-
Summary of Significant Accounting Policies	1		
The accompanying notes are an integral part of the Financial Statements.			

In terms of our report attached.
For ASHM & Associates
Chartered Accountants

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

Manoj Kumar Bajaj
Partner
FRN. 005790C
M.No. 091107

Zabihullah Burhani
Whole Time Director
DIN:- 07097788

Mohan Jagdish Agarwal
Director
DIN: 07627568

Place : New Delhi
Date : 25.06.2021

Kanika Mehra
Company Secretary
M.No. A50543

Himanshu Gopal
Chief financial Officer
PAN: BOTPG1406C



MEGA NIRMAN & INDUSTRIES LIMITED
CASH FLOW STATEMENT AS AT 31st MARCH 2021

Particulars	March 31, 2021	March 31, 2020
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Taxation	6,19,404	17,38,424
Add: Adjustment For		
Depreciation	39,932	60,696
Interest Income	(30,21,578)	(30,76,032)
Reversal of Provision for Tax	28,798	23,746
Operating Profit Before Working Capital Change	(23,33,444)	(12,53,166)
Adjustment For		
(Increase)/decrease in Loans & Advances	(3,14,960)	34,24,689
(Increase)/decrease in Trade Receivables	23,32,404	(2,40,96,482)
(Increase)/decrease in Other Current Assets	80,959	33,918
(Increase)/decrease in Inventories	(19,12,440)	-
(Increase)/decrease in Current Tax Assets	(2,00,127)	(72,961)
Increase/(decrease) in Trade Payables	9,80,837	1,87,87,629
Increase/(decrease) in Current Liabilities	(7,66,731)	1,29,618
Cash Generated from Operation	1,99,942	(17,93,589)
Less: Direct Tax	(1,55,325)	(4,74,722)
NET CASH FROM OPERATING ACTIVITIES (A)	(22,88,827)	(35,21,477)
CASH FLOW FROM INVESTING ACTIVITIES		
Income from Investment		-
Sale of Fixed Assets	-	5,00,000
Fixed Assets Purchase	(4,18,898)	(64,300)
NET CASH FROM INVESTING ACTIVITIES (B)	(4,18,898)	4,35,700
CASH FLOW FROM FINANCING ACTIVITIES		
Interest Income	30,21,578	30,76,032
NET CASH FROM FINANCING ACTIVITIES (C)	30,21,578	30,76,032
Net Changes in Cash & Cash Equivalents (A+B+C)	3,13,853	(9,745)
Opening balance of Cash & Cash Equivalents	82,487	92,232
Closing Balance of Cash & Cash Equivalents	(3,96,341)	(82,487)
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENT	(3,13,853)	9,745
Significant Accounting Policies (Note 1)		
The accompanying notes are an integral part of the Financial Statements.		

In terms of our report attached.

For ASHM & Associates
Chartered Accountants

Manoj Kumar Bajaj
Partner
FRN. 005790C
M.No. 091107

Place : New Delhi
Date : 25.06.2021

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

Zabihullah Burhani
Whole Time Director
DIN:- 07097788

Kanika Mehra
Company Secretary
M.No. A50543

Mohan Jagdish Agarwal
Director
DIN: 07627568

Himanshu Gopal
Chief financial Officer
PAN: BOTPG1406C



Notes to financial statements for the year ended 31st March 2021

(Amount in Rupees unless otherwise stated)

Note 2 - Property, Plant and Equipments

Particulars	Air Conditioner	Phone	CAR	Furniture	Invertor	Shop	Vehicle	Plant and Machinery	Total
Cost:									
Balance as at 31st March 2019	27,000	70,148	12,75,000	15,090	11,550	5,00,000	1,55,000	-	20,53,788
Additions during the year	-	-	-	-	-	-	-	64,300	64,300
Deletions during the year	-	-	-	-	-	5,00,000	-	-	5,00,000
Balance as at 31st March 2020	27,000	70,148	12,75,000	15,090	11,550	-	1,55,000	64,300	16,18,088
Additions during the year	-	2,398	-	-	-	-	-	4,16,500	4,18,898
Deletions during the year	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2021	27,000	72,546	12,75,000	15,090	11,550	-	1,55,000	4,80,800	20,36,986
Depreciation:									
Balance as at 31st March 2019	24,104	37,633	11,37,095	14,301	10,815	-	1,54,121	-	13,78,069
Depreciation for the year	1,305	14,655	44,082	246	133	-	275	-	60,696
Disposals	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2020	25,409	52,287	11,81,177	14,548	10,948	-	1,54,395	-	14,38,765
Depreciation for the year	717	8,757	29,991	169	109	-	189	-	39,932
Disposals	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2021	26,126	61,044	12,11,168	14,717	11,057	-	1,54,584	-	14,78,697
Net Block:									
Balance as at 31st March 2021	874	11,502	63,832	373	493	-	416	4,80,800	5,58,289
Balance as at 31st March 2020	1,591	17,861	93,823	542	602	-	605	64,300	1,79,323
Balance as at 31st March 2019	2,896	32,515	1,37,905	789	735	5,00,000	879	-	6,75,719

*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.



FINANCIAL ASSETS

Note 3 - Investments

(In Rupees)

Particulars	31-Mar-21	31-Mar-20
NON CURRENT		
At Cost		
Unquoted Investments (Fully paid up)		
Investment in Equity Instruments	20,00,000	20,00,000
Total	20,00,000	20,00,000

Details of Other Investments										
Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Partly Paid / Fully paid	Extent of Holding (%)		Amount (₹)		Whether stated at Cost Yes / No	If Answer to Column (9) is 'No' - Basis of Valuation
		2021	2020		2020	2019	2020	2019		
(2)	(3)	(4)	(5)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
Investment in Equity Instruments										
Yuvraj International Ltd. (Rs. 10/- each)	Others	200000	200000	fully	-	-	20,00,000	20,00,000	Yes	-
Total							20,00,000	20,00,000		

Note 4- Loans

Particulars	31-Mar-21	31-Mar-20
Non-Current		
At Amortised Cost		
Security Deposits	-	-
Other Loans and Advances	80,00,000	80,00,000
Total	80,00,000	80,00,000

Note 5- Loans

Particulars	31-Mar-21	31-Mar-20
Current		
At Amortised Cost		
Security Deposits	-	-
Unsecured, considered good		
Other Loans and Advances	3,57,34,591	3,54,19,631
Total	3,57,34,591	3,54,19,631



Note 6- Cash and cash equivalents

Particulars	31-Mar-21	31-Mar-20
Cash in Hand	3,18,960	72,403
Bank Balances		
Yes Bank	7,015	10,085
HDFC BANK	70,366	-
Total	3,96,341	82,487

a) For the purpose of the statement of cash flow, cash and cash equivalents comprise of the following:

Particulars	31-Mar-21	31-Mar-20
Cash in Hand	3,18,960	72403
Bank Balances		
Yes Bank	7,015	10085
HDFC BANK	70,366	-
Total	3,96,341	82487.46

Note 7 - Trade Receivables

Particulars	31-Mar-21	31-Mar-20
Unsecured Considered Good	5,73,19,713	5,96,52,117
Total	5,73,19,713	5,96,52,117

Note 8 - Inventories

Particulars	31-Mar-21	31-Mar-20
Stock in Trade	19,12,440	-
Total	19,12,440	-

Note 9 - Other assets

Particulars	31-Mar-21	31-Mar-20
Non-Current		
Capital Advances	-	-
Total	-	-
Current		
Income Tax Refund	3,44,287	3,44,287



Note 10 - Current Tax Assets

Particulars	31-Mar-21	31-Mar-20
GST Receivable	2,73,088	72,961
Total	2,73,088	72,961

Note 11 - Equity Share Capital
(A) Reconciliation of share capital

Particulars	Number	Amount in Rs.
Authorised Share Capital		
Equity Shares of Re.10/- each		
As at 1 April 2019	42,50,000.00	4,25,00,000.00
Increase/(decrease) during the year	-	-
As at 31 March 2020	42,50,000.00	4,25,00,000.00
Increase/(decrease) during the year	-	-
As at 31 March 2021	42,50,000.00	4,25,00,000.00

Particulars	Number	Amount in Rs.
Issued, Subscribed & Fully Paid up		
Equity Shares of Re.10/- each		
As at 1 April 2019	33,47,500.00	3,34,75,000.00
Increase/(decrease) during the year	-	-
As at 31 March 2020	33,47,500.00	3,34,75,000.00
Increase/(decrease) during the year	-	-
As at 31 March 2021	33,47,500.00	3,34,75,000.00

(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	31-Mar-21		31-Mar-20	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding



Shree Bhuvanakaram Tradinvest Private Limited	-	-	1,99,690	5.96%
---	---	---	----------	-------

(D) There are no bonus issue and buy back of equity shares during the period of five years immediately preceding the reporting date.

(E) Reconciliation of the number of shares outstanding at the beginning and at the end of the year

Particulars	Equity Shares			
	31-Mar-21		31-Mar-20	
	Number	Amount in Rs.	Number	Amount in Rs.
Shares outstanding at the beginning of the year	33,47,500.00	3,34,75,000.00	33,47,500.00	3,34,75,000.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares converted during the year (from Rs. 10/- to Rs.1/- each)	-	-	-	-
Shares outstanding at the end of the year	33,47,500	3,34,75,000	33,47,500	3,34,75,000

Statement of Changes in Equity for the year ended 31 March 2021

(Amount in Rupees, unless otherwise stated)

Note - 12

(a) Equity Share Capital

Issued, Subscribed & Fully Paid up (Equity Shares of Rs.10/- each)	Number of shares	Amount
At 1 April 2019	33,47,500.00	3,34,75,000.00
Changes in equity share capital	-	-
At 31 March 2020	33,47,500.00	3,34,75,000.00
Changes in equity share capital	-	-
At 31 March 2021	33,47,500.00	3,34,75,000.00

b) Other Equity

Particulars	Reserves and Surplus			Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	
As at 1 st April 2019	-	1,20,00,000	13,64,378	133, 64,378
Profit / (Loss) for the year	-	-	13,51,604	1351604
(+) Reversal of Provision of Tax	-	-	23,746	23746



(+)Prior Period Adjustment	-	-	-	-
Other comprehensive income	-	-	-	-
Total comprehensive income	-	1,20,00,000	27,39,728	14739728
Any changes	-	-	-	-
As at 31st March 2020	-	1,20,00,000	27,39,728	14739728
Profit / (Loss) for the year	-	-	4,56,060	456060
(+)Reversal of Provision of Tax	-	-	28,798	28798
(+)Prior Period Adjustment	-	-	-	-
Other comprehensive income	-	-	-	-
Total comprehensive income	-	1,20,00,000	32,24,586	15224586
Profit / (Loss) for the year	-	-	-	-
Any changes	-	-	-	-
(+)Prior Period Adjustment	-	-	-	-
As at 31st March 2021	-	1,20,00,000	32,24,586	15224586

Note 13. Break up of financial liabilities:

Particulars	31-Mar-21	31-Mar-20
Financial liabilities carried at amortised cost:		
Loans (Refer Note 11)		
Trade payables	5,92,71,943	5,82,91,106
Total financial liabilities carried at amortised cost	5,92,71,943	5,82,91,106

Note 14. Other financial liability

Particulars	31-Mar-21	31-Mar-20
(a) Provision		
TDS Payable	51,246	40,000
Total	51,246	40,000

Particulars	31-Mar-21	31-Mar-20
(b) Others current liabilities		
Salary & reimbursement	12,46,521	17,05,101
Total	12,46,521	17,05,101

Particulars	31-Mar-21	31-Mar-20
(c) Current tax liabilities		
Provision for tax	4,11,884	7,31,281
Total	4,11,884	7,31,281

Note 15. Revenue from Operations

(In Rupees)

Particulars	31.03.2021	31.03.2020
Sale of Goods	-	1,84,05,327
Total	-	1,84,05,327



Note 16. Other Income

(In Rupees)

Particulars	31.03.2021	31.03.2020
Interest Income	30,21,578	30,76,032
Total	30,21,578	30,76,032

Note 17. Purchase of Stock in Trade

(In Rupees)

Particulars	31.03.2021	31.03.2020
Traded goods	19,12,440	1,75,43,349
Total	19,12,440	1,75,43,349

Note 18. Change in Inventories of Finished goods, Work-in-progress and Stock-in-Trade

(In Rupees)

Particulars	31.03.2021	31.03.2020
Inventories at the beginning of the year:		
Raw Material	-	-
Finished Goods	-	-
Stock in Trade	-	-
	-	-
Inventories at the closing of the year:		
Raw Material	-	-
Finished Goods	-	-
Stock in Trade	19,12,440	1,75,43,349
	19,12,440	1,75,43,349
Net (increase)/ Decrease	(19,12,440)	(1,75,43,349)

Note 19. Employee Benefit Expenses

Particulars	31.03.2021	31.03.2020
Salary	11,97,000	12,49,715
Wages	80,000	-
Total	12,77,000	12,49,715

Note 20. Finance Cost

Particulars	31.03.2021	31.03.2020
Bank Charges	1,020	750.00
Total	1,020	750.00



Note 21. Other Expenses

Particulars	31.03.2021	31.03.2020
Advertisement	33,880	30,100
Audit Fees	55,000	1,00,000
AGM Expense	14,946	24,530
Books & Periodicals	-	1,485
Conveyance Exp.	66,304	15,490
Diwali Expenses	3,130	-
Electricity Expenses	17,730	19,922
Interest Paid	25,860	111
ROC Exp.	8,000	19,400
Legal & Professional Charges	1,91,854	93,500
Listing Fees	3,00,000	3,00,000
Misc. Office Exp.	21,995	4,557
News Paper exp	-	1,440
General Expense	-	7,388
office expense	73,001	32,649
late filing fees	3,748	1,10,620
Office Rent	48,000	48,000
Postage Telegram & Courier	3,270	5,829
Printing & Stationary	20,765	28,639
Repair & Maintenance	41,592	20,322
Travelling Expenses	97,546	-
Telephone Exp.	14,330	10,923
Website Maintenance Charges	2,270	2,270
ESI return charges	-	1,138
Round Off	1	12
Software exp	10,600	10,100
Director Sitting fees	20,000	-
Packaging and forwarding charges	10,400	-
Total	10,84,222	8,88,425



Note No. 1

Significant Accounting Policies and Other Notes to Accounts

1. Significant Accounting Policies:

a) Corporate Information

Mega Nirman & Industries Limited was incorporated on 23rd March, 1983 registered under the Companies Act, 1956. The registered office of the company is situated at A-6/343B, Paschim Vihar, new Delhi-110063. The principal place of business is in India.

Due to covid-19, pandemic, there is recession in Mining and construction business, so company has started Precious and Semi-Precious Stones Business as its main activities during the year.

b) Basis of Preparation

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

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

c) Use of Estimates and judgments

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

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



d) Revenue Recognition

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

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

Income from services:

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

Revenue from contracts priced on a time and material basis are recognized when services are rendered and related costs are incurred. Revenues from time bound fixed price contracts, are recognized over the life of the contract using the percentage of completion method, with contract costs determining the degree of completion. Foreseeable losses on such contracts are recognized when probable.

Interest Income:

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

e) Depreciation and Amortization

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

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



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

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

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

f) Cash and Cash Equivalents

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

g) Taxation

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

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

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

h) Earnings per share

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



Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Net Profit/(Loss) for the year	4,56,060.26/-	13,51,603.71/-
Weighted Number of Equity Shares	33,47,500/-	33,47,500/-
Nominal Value per Share	10/-	10/-
Earnings Per Share (Basic)	0.14	0.40

i) Cash Flow Statement

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

j) Fixed Assets

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

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

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

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

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



k) Investments

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

l) Provision & Contingencies and Commitments

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

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

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

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

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

m) Provision for Gratuity

No provision for gratuity has been made as the provisions of Payment of Gratuity Act, 1972 are not applicable.

2) Other Notes to Accounts

- i. In the opinion of Board of Directors, the aggregate value of Current assets, Loans and Advances are realizable in ordinary course of business and will not be less than the amount at which these are stated in the balance sheet.
- ii. Deferred Tax Asset for the year of Rs.85,963/- as per Ind AS 12 on Accounting for Taxes on income pertaining to the timing between the accounting income and the



taxable income has been recognized by the management in the Profit & Loss Account.

- iii. In the opinion of the company management, the operations of the company are considered as single segment hence Ind AS-108 on Segment reporting issued by the Institute of Chartered Accountants of India is not applicable.
- iv. In accordance with the requirement of Ind AS 24 on Related Parties notified under the Companies (Indian Accounting Standards) Rules, 2015, the name of related parties where control exists and /or with whom transactions have taken place during the year and description of relationships, as identified and certified by the Management are:

List of Related Parties:

Particulars	Name of Parties
Whole Time Director (KMP)	Mr. Narayanjee Thakur* Mr. Zabihullah Burhani**
Company Secretary & Compliance Officer (KMP)*	Ms. Kanika Mehra
Chief Financial Officer(KMP)	Mr. Himanshu Gopal

*Cessation w.e.f. 30.09.2020

**Appointment w.e.f. 11.01.2021

a. Remuneration to Key Management Personnel:

(In Rupees)

Particulars	Designation	Year Ended March 31, 2021	Year Ended March 31, 2020
Mr. Narayanjee Thakur (Cessation w.e.f. 30.09.2020)	Whole Time Director	Rs. 1,80,000	Rs. 6,30,000
Ms. Kanika Mehra	Company Secretary	Rs. 5,72,000	Rs. 3,01,258
Mr. Himanshu Gopal	Chief Financial Officer	Rs. 3,25,000	Rs. 95,065

b. Auditors Remuneration

Payment to auditors (including GST) comprises of the following:

(In Rupees)

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
As Statutory Audit Fees	Rs. 50,000.00	Rs. 1,00,000.00*
Total	Rs. 50,000.00	Rs. 100,000.00

*This fee is for 2 years.



c. Contingent Liabilities

There is no contingent liability as on March 31, 2021.

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

In terms of our report attached.

**For ASHM & Associates
Chartered Accountants**

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

**Manoj Kumar Bajaj
Partner
FRN. 005790C
M.No. 091107**

**Zabihullah Burhani
Whole Time Director
DIN:-07097788**

**Mohan Jagdish Agarwal
Director
DIN: 07627568**

**Place : New Delhi
Date : 25.06.2021**

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

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



The background features a network diagram with orange nodes and lines on a white background, transitioning into a solid orange area on the right. A thick black horizontal line is positioned above the company name, and another is below it.

**MEGA NIRMAN
&
INDUSTRIES LIMITED**

CIN: L70101DL1983PLC015425

**Regd. Office: A-6/343B, Paschim Vihar,
New Delhi-110063**

Contact: 011-49879687

Website: www.mnil.in