

## **NOTICE**

**NOTICE** is hereby given that the 32<sup>th</sup> Annual General Meeting of the Company shall be held on **Monday, the 21<sup>st</sup> day of September, 2015 at 11:00 AM** at its Registered Office at 257, Second floor, Satyam Tower, Commercial Complex, Paschim vihar New Delhi-110063 to transact the following Business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company & Statement of Profit & Loss Account of the Company for the period commencing from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March 2015 together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Niranjana Poddar, who retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment.
3. To ratify the appointment of the Auditor of the company and to fix their remuneration and to pass following resolution as an Ordinary Resolution thereof:-

**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. PVR-N & Co., Chartered Accountants (Firm Registration No. 004062N), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 33<sup>rd</sup> Annual General Meeting to be held for the financial year 2015-2016 on such remuneration as may be determined by the Board of Directors of the Company.

### **SPECIAL BUSINESS:**

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 the provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Shubham Agarwal holding (DIN 07230285), who was appointed as an Additional and Whole Time Director of the Company on 08<sup>th</sup> August, 2015 and who holds the office up to the date of this Annual General Meeting in terms of Section 161 of the companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the companies Act, 2013, signifying their intention to propose Mr. Shubham Agarwal as a candidate for the office of a whole time director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197 and Schedule V and other applicable provisions of the Companies act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Shubham Agarwal, as a Whole Time Director from 08<sup>th</sup> August, 2015 to 07<sup>th</sup> August, 2020 on remuneration upto Rs. 25000/- (Twenty Five Thousand Only) per month, with the liberty to the Board of the Directors and Remuneration Committee to review and increase the same not exceeding the limits specified under schedule V to the Companies act, 2013 inclusive of all benefits.

**RESOLVED FURTHER THAT** Mr. Niranjana Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give 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 the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Devraj Baid (**DIN:06555251**), who was appointed as a rotational Non-Executive Director on 30/09/2013 be and is hereby appointed as non rotational Independent Director of the Company to hold office for 5 years commenced from 01/04/2014 till 30/04/2019.

**RESOLVED FURTHER THAT** Mr. Niranjan Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give 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 **Special Resolution**:-

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Ruma Mukherjee (DIN:03437200), who was appointed as an Additional Non Executive Director on 09/12/2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby re-appointed as an Independent Director of the Company to hold office for period of 5 year up 30<sup>th</sup> September, 2020.

**RESOLVED FURTHER THAT** Mr. Niranjan Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.

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

**RESOLVED THAT** in accordance with the provisions of Section 13 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act along with the relevant Rules made under The Companies (Incorporation) Rules, 2014 or any other rules made thereunder, including any statutory modifications) or re-enactment thereof, the consent of the members of the Company be and is hereby accorded to amend the manner of numbering of clauses in the Memorandum of Association of the Company, so that the same is in accordance with the provisions of the Table-A of the Schedule I of the Act"

**RESOLVED FURTHER THAT** Mr. Niranjan Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.

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

**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to amend the heading of existing Clause (III)(B) of the Incidental or Ancillary Objects Clause of the Memorandum of Association of the Company which shall be read as follows:-

(b) Matters which are necessary for furtherance of the objects specified in clause 3 (a) are:-

**RESOLVED FURTHER THAT** Mr. Niranjan Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.

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

**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded for deleting the Other Objects Clause of the Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** Mr. Niranjan Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.

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

**RESOLVED THAT** in accordance with the provisions of Section 13 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act along with the relevant Rules made under the Companies (Incorporation) Rules, 2014 or any other rules made thereunder, including any statutory modification(s) or re-enactment thereof, the consent of the members of the Company be and is hereby accorded to alter the existing liability clause (clause IV) of the Memorandum of Association of the Company, which shall read as follows:

**4th "The liability of the members is limited to the extent of amount unpaid on shares held by the members."**

**RESOLVED FURTHER THAT** Mr. Niranjan Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.

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

**RESOLVED THAT** pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company, as available for inspection at the registered office of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company, so that the same is in accordance with the provisions of the Table-F of the Schedule I of the Act"

**RESOLVED FURTHER THAT** Mr. Niranjan Poddar, Director of the Company, be and is hereby authorized to do all such acts, deeds and things as may be considered necessary and incidental, including but not restricted to filing the necessary forms with Registrar of Companies, in order to give effect to the above said resolution.

**For and On behalf of Board of Directors of  
M/s Mega Nirman& Industries Limited**

**Place: New Delhi  
Date: 8<sup>th</sup> August, 2015**

**Sd/-  
Niranjan Poddar  
Director  
DIN: 03437200  
ADDRESS: K-31/3A MOHAN PARK  
K BLOCK, MODEL TOWN III, DELHI-110009**

**NOTES**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Instrument appointing the proxy is annexed.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint one person as proxy and such person shall not act as proxy for any other person or member.
3. Proxies in order to be effective must be lodged with the company at least 48 hours before the meeting.
4. An explanatory Statement pursuant to the Section 102 of the Companies Act, 2013 in respect of Special Resolution is annexed hereto and form part of this notice.
5. Members/ Proxies/authorized representatives to attend meeting are requested to bring filled Attendance Slips enclosed.
6. The Register of Members and Share Transfer Books of the Company shall remain closed during the Book Closure period, i.e., **from 15th September, 2015 to 21st September, 2015**, (both days inclusive).
7. The Memorandum and Articles of Association of the Company may be inspected at the Registered Office of the Company at any time during the 10 am to 6 pm on working day from the date of dispatch of the Notice till the date of meeting.
8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the Company.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
10. **(A)** In Compliance with the provisions of Section 108 of the Companies Act, 2013 and revised rule 20 of the Companies ( Management and Administration) Rules and the revised Clause 35B of the Listing Agreement, the Company is pleased to provide its members, the facility to exercise their vote at the Annual General Meeting ( AGM) by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Ltd (CDSL) on all resolution set forth in the Notice. The Members may cast their votes using an electronic Voting System provide by the CDSL from the place other than the venue of the Meeting ("Remote E-voting").  
**(B)** The Facility for voting through, Ballot papers will also be made available before or at the AGM as per following instructions and the members attending the AGM who have not already

cast their vote by “**Remote E-voting**” or through **Ballot Paper** before AGM shall be eligible to exercise their right at the AGM through ballot paper and Ballot Form is attached with the Annual Report.

**The Instructions for Ballot Paper Voting before AGM**

Pursuant to Clause 35B of the Listing Agreement, Members who do not have access to e-voting facility may fill the Ballot Paper enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer appointed by the Board of Directors of the Company, **S. K. Balecha & Co.**, a Practicing Company Secretary so as to reach not later than 20th September, 2015 by 6:00 p.m. Ballot Paper received thereafter will be treated as invalid on the following Address:-

**B-1014, 3<sup>rd</sup> Floor Shastri Nagar, New Delhi-110052**

**(C)** Members who have cast their votes by Remote e -voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

**(D)** The Board of the Directors has appointed Shri Sudesh Kumar Balecha, a Practicing Company Secretary as ‘scrutinizer’ to scrutinize the Ballot Forms and Remote e-voting process in a fair and transparent manner.

**(E)** Members can opt for only one mode of voting, i.e., either by Ballot Form or remote e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.

**(F)** A Person, whose name is recorded in the register of members or in the register of beneficial owners as maintained by the depositories as on **cut-off date i.e 14<sup>th</sup> Sep, 2015** shall be entitled to avail the facility of remote e-voting/ Ballot Papers.

**(G)** Any person who becomes a member of the Company after dispatch of the notice of the Meeting and holding shares of the Company as on **cut-off (i.e) 14<sup>th</sup> Sep, 2015** date may obtain the User ID and password by sending E-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**(H)** The Remote e-voting will be available during the following period:-

**From: 9:00 AM on 18.09.2015**

**Till: 5:00 PM on 20.09.2015**

**(I)** The Scrutinizer, after scrutinizing the votes cast at the meeting (Ballot Papers) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company [www.mnil.in](http://www.mnil.in) and on the website of the CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **9:00 AM on 18.09.2015** and ends on **5:00 PM on 20.09.2015**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14<sup>th</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on address label.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share

your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **Mega Nirman & Industries Limited** on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- (xx) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- (xxi) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- (xxiii) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 14<sup>th</sup> September, 2015 may follow the same instructions as mentioned above for e-Voting.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**For and On behalf of Board of Directors of  
M/s Mega Nirman& Industries Limited**

**Place: New Delhi  
Date: 8<sup>th</sup> August, 2015**

**Sd/-  
Niranjan Poddar  
Director  
DIN: 03437200  
ADDRESS: K-31/3A MOHAN PARK  
K BLOCK, MODEL TOWN III, DELHI-110009**

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013****ITEM NO.4**

The Board up on the recommendation of the Nomination and Remuneration Committee at its meeting held on 08th August, 2015 appoints Mr. Shubham Agarwal as an Additional and Whole Time Director of the company and the Company also received written consent from Mr. Shubham Agarwal to act as director of the company in form DIR-2 of Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in DIR-8 to the effects that he is not disqualified under Sec 164(2) of the companies Act, 2013.

Further pursuant to the provisions Section 196, 197 and Schedule V and other applicable provisions of the Companies act, 2013(including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the members of the Company is required for the appointment as a Whole Time Director of the Company as per the details mention in the resolution.

In view of the above the Board recommends the resolution set out at **Item No- 4** of the Notice, for the approval of the members of the Company.

Except Mr. Shubham Agarwal, being an appointee, none of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

**ITEM NO: 5**

As per the **General Circular No. 14/2014 dated 09<sup>th</sup> June, 2014** issued by Ministry of corporate Affairs the Independent directors appointed before 1<sup>st</sup> April, 2014 may continue to be Independent directors of the Company but they should be re-appointed as per the provisions of Companies Act, 2013.

Taking the View of above Circular the Board of the Directors of your Company as per the provisions of Sections 149, 152 of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement propose to appoint Mr. Devraj Raj Baid for a term of 5 (five) consecutive years started from April 01, 2014 to March 31, 2019, who was earlier appointed as rotational Non-Executive Director of the Company on 30/09/2013 as per the provisions of the Companies Act, 1956.

Accordingly, the Board recommends the resolution set out at **Item No. 5** of the Notice, for the approval of the members of the Company.

Except Mr. Shubham Agarwal, being an appointee, none of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

**ITEM NO: 6**

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, it is proposed to appoint Mrs. Ruma Mukherjee as Independent Directors of the Company for a term of 5 (five) consecutive years from September 30, 2015 to September 30, 2020 who was earlier appointed as Additional Non executive Director of the Company on 09/12/2014 till ensuing AGM.

The Company has received a declaration in writing from Mrs. Ruma Mukherjee that she meets the criteria of independence as provided in sub-Section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement and as per the board of the Director, the aforesaid Directors fulfill the criteria specified in the Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing

Agreement, for their appointments as an Independent Director of the Company. The Board also considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of all of them as an Independent Director on the Board of the Company.

Accordingly, the Board recommends the resolutions set out at **Item No-6** of the Notice, for the approval of the members of the Company.

Except Mrs. Ruma Mukherjee, being an appointee, none of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

#### **ITEM NO.7**

As per Table - A under Schedule I of the Companies Act, 2013, the clauses in Memorandum of Association of a Company limited by shares shall be numbered as 1st, 2nd, 3rd and so on as against the roman numbers I, II, III used earlier. Given this position, it is considered expedient to change the manner of numbering in the clauses of the Memorandum of Association of the Company for which shareholders' approval is required.

The Board of Directors of the Company recommends the resolution set out in **Item No-7** of the accompanying notice for the approval of members.

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

#### **ITEM NO.8**

The Company Propose to amend the heading of the Incidental or Ancillary Objects Clause of the Memorandum of Association of the Company. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013 and for this the consent of the shareholders is required.

The Board of Directors of the Company recommends the resolution set out in **Item No-8** of the accompanying notice for the approval of members.

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

#### **ITEM NO.9**

In order to comply with the provisions of Section 4(1)(c), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Taking into account the shareholders' approval is required.

The Board of Directors of the Company recommends the resolution set out in **Item No-9** of the accompanying notice for the approval of members.

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

#### **ITEM NO.10**

As per the Provisions of Section 4 of the Companies Act. 2013 and as per Table - A under Schedule I, the Memorandum of Association of a Company limited by shares, shall State that "The Liability of the member(s) is limited and this liability is Limited to the amount unpaid, if any, on the shares held by them". Given this Position, it is considered expedient to amend the existing clause IV of the Memorandum of Association of the Company for which it needs Shareholders approval.

The Board of Directors of the Company recommends the resolution set out in **Item No-10** of the accompanying notice for the approval of members.

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

**ITEM NO.11**

The existing Articles are based on the Companies Act, 1956 and several regulations in the existing AOA contains references to specific section of the Companies Act, 1956 and some regulations are no longer in conformity with the Act. The Companies Act, 2013 is now largely in force.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles. Accordingly, in lieu of amendments to various articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

Pursuant to Section 14 of the Companies Act, 2013 ("Act"), the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval.

The Board of Directors of the Company recommends the resolution set out in **Item No-11** of the accompanying notice for the approval of members.

None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in the aforesaid resolution.

**For and On behalf of Board of Directors of  
M/s Mega Nirman& Industries Limited**

**Place: New Delhi**

**Date: 8<sup>th</sup> August, 2015**

**Sd/-**

**Niranjan Poddar**

**Director**

**DIN: 03437200**

**ADDRESS: K-31/3A MOHAN PARK**

**K BLOCK, MODEL TOWN III, DELHI-110009**