



REPORT OF SCRUTINIZER

[Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 20(3) (xi) & 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

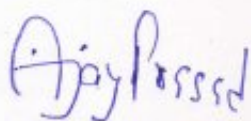
The Chairman of the 32nd Annual General Meeting ("AGM") of the shareholders of **Mega Nirman & Industries Limited** (the "Company") held on Monday the 21st September, 2015 at 11:00 A.M. at its Registered Office at 257, Second Floor, Satyam Tower, Commercial Complex, Paschim vihar New Delhi-110063.

Dear Sir,

1. I, **Sudesh Balecha** Proprietor of **M/S S. K. Balecha & Co.** a practicing company secretary ship Firm having its Registered office at B-1014, 3rd Floor, Shastri Nagar, Delhi-110052, have been appointed by the Board of Directors of **Mega Nirman & Industries Limited** as a Scrutinizer for the purpose of scrutinizing the e-voting process and for the purpose of the poll taken on the below mentioned resolutions to ascertain the requisite majority on e-voting and poll carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the notice of the AGM of the shareholders of the Company held on Monday, 21st September, 2015.
2. The management of the Company is responsible to ensure the compliances with the requirements under the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the notice of the 32nd AGM of the shareholders of the Company. My responsibility as a scrutinizer for the e-voting process and poll is restricted to the making of the Scrutinizer's report of the votes cast in "favour", "invalid votes" or "against" the resolutions contained in the notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company and the votes cast in "favour", "invalid votes" or "against" the resolutions contained in the notice by the shareholders as present by poll.
3. Further to the above, I submit my report as under:
 - (i) The e-voting period remained opened from September 18, 2015 (9:00 A.M.) to September 20, 2015 (5:00 P.M.);
 - (ii) The members of the Company as on the record date / cut-off date i.e. September 14, 2015, were entitled to cast their vote electronically on the resolutions as mentioned in the notice of the 32nd AGM of the shareholders of the Company;



- (iii) The votes cast were unblocked on September 21, 2015 in the presence of two witnesses **Mr. Ajay Prasad** and **Mr. Prem Prakash Khandelwal** who are not in employment of the Company. They have signed in below in confirmation of the votes being unblocked in their presence.



Ajay Prasad



Prem Prakash Khandelwal

- (iv) After the time fixed for the closing of the poll by the Chairman, the poll papers kept for polling were kept in my presence with due identification marks placed by me;
- (v) The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company;
- (vi) I did not find any poll papers invalid;
- (vii) The details containing *inter alia*, list of the shareholders, who voted "for", "against" the resolution that were put to vote, were generated from the e-voting website of CDSL i.e. www.evotingindia.com and based on such reports generated, the result of the e-voting is as under:

Item No. 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 1st April, 2014 to 31st March 2015 together with the Directors' Report and Auditors' Report thereon.

1. Voted in favour of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	5,25,100	100%
By poll	8	7,50,000	100%
Total	11	12,75,100	100%



2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
By poll	-	-	-

3. **Invalid** votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
By poll	-	-

Item No. 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.

1. Voted **in favour** of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	5,25,100	100%
By poll	8	7,50,000	100%
Total	11	12,75,100	100%

2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
By poll	-	-	-



3. **Invalid** votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
By poll	-	-

Item No. 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:-

1. Voted **in favour** of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	5,25,100	100%
By poll	8	7,50,000	100%
Total	11	12,75,100	100%

2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
By poll	-	-	-

3. **Invalid** votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
By poll	-	-



Item No. 4

To confirm the Appointment of Mr. Shubham Agarwal (DIN : 07230285),) as a Managing director of the Company and to pass following resolution as an Ordinary Resolution:-

1. Voted in favour of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	5,25,100	100%
By poll	8	7,50,000	100%
Total	11	12,75,100	100%

2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
By poll	-	-	-

3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
By poll	-	-



Item No. 5

To confirm the appointment of Mr. Devraj Baid (DIN:06555251), as a non rotational Independent director of the Company and to pass following resolution as an Ordinary Resolution:-

1. Voted in favour of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	5,25,100	100%
By poll	8	7,50,000	100%
Total	11	12,75,100	100%

2. Voted against the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
By poll	-	-	-

3. Invalid votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
By poll	-	-



Item No. 6

To confirm the Re-appointment of Mrs. Ruma Mukherjee (DIN:03437200), as an Independent director of the Company and to pass following resolution as an Special Resolution:-

1. Voted **in favour** of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	5,25,100	100%
By poll	8	7,50,000	100%
Total	11	12,75,100	100%

2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
By poll	-	-	-

3. **Invalid** votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
By poll	-	-

Item No. 7

To amend the manner of numbering of clauses in the Memorandum of Association of the Company and to pass following resolution as a Special Resolution:-

1. Voted **in favour** of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	5,25,100	100%
By poll	8	7,50,000	100%
Total	11	12,75,100	100%



2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
By poll	-	-	-

3. **Invalid** votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
By poll	-	-

Item No. 8

To amend the heading of existing Clause (III)(B) of the Incidental or Ancillary Objects Clause of the Memorandum of Association of the Company and to pass following resolution as an Special Resolution:-

1. Voted **in favour** of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	5,25,100	100%
By poll	8	7,50,000	100%
Total	11	12,75,100	100%

2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
By poll	-	-	-



3. **Invalid** votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
By poll	-	-

Item No. 9

Deleting the Other Objects Clause of the Memorandum of Association of the Company and to pass following resolution as an Special Resolution:-

1. Voted **in favour** of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	5,25,100	100%
By poll	8	7,50,000	100%
Total	11	12,75,100	100%

2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
By poll	-	-	-

3. **Invalid** votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
By poll	-	-



Item No. 10

To alter the existing liability clause (clause IV) of the Memorandum of Association of the Company and to pass following resolution as an Special Resolution:-

1. Voted **in favour** of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	5,25,100	100%
By poll	8	7,50,000	100%
Total	11	12,75,100	100%

2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
By poll	-	-	-

3. **Invalid** votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
By poll	-	-

Item No. 11

Adoption of New set of Articles of Association of the Company as per Companies Act, 2013 and to pass following resolution as an Special Resolution:-

1. Voted **in favour** of the Resolution

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
E-voting	3	5,25,100	100%
By poll	8	7,50,000	100%
Total	11	12,75,100	100%



2. Voted **against** the Resolution

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
E-voting	-	-	-
By poll	-	-	-

3. **Invalid** votes

Mode of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	-	-
By poll	-	-

Thanking You,

For: S. K. BALECHA & CO.
Company Secretaries



CS SUDESH BALECHA
Prop.
M. No. A 30653
C. P. No. 11159

Place: NEW DELHI
Date: 23.09.2015