

September 29, 2018

BSE Limited
1st Floor, New Trading Ring,
Rotunda Building, P.J. Tower,
Dalal Street, Fort,
Mumbai-400001

Scrip Code: 539767

Sub: Voting Results for 35th Annual General Meeting of Mega Nirman & Industries Limited

Dear Sirs,

In continuation of our letter dated September 28, 2018 regarding proceeding of 35th Annual General Meeting ("AGM") of Mega Nirman & Industries Limited ("the Company") held on Friday, 28th September, 2018 at 10:00 A.M. at Apsara Grand Banquets, A-1/20 B, Paschim Vihar, Rohtak Road, Near Metro Station Paschim Vihar(West), New Delhi-110063, please find enclosed herewith the voting results (for e-Voting and Poll), as per the provision of Regulation 44 of SEBI (Listing Regulation and Disclosure Requirements) Regulation, 2015

This is for your information and records.

Thanking you,

Yours faithfully,

For Mega Nirman & Industries Limited


(Mitashi Bisaria)
Company Secretary



Encl: a/a

MEGA NIRMAN & INDUSTRIES LIMITED

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



Shalu Singhal & Associates

Regd. Office: B-587, Bunkar Colony, Ashok Vihar, Phase-IV, Delhi-110052

E-mail id: shalu.singhal9590@gmail.com, Mob. +91-9560316315

Form MGT-13

Report of Scrutinizer

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To,

THE CHAIRMAN
MEGA NIRMAN AND INDUSTRIES LIMITED
(CIN: L70101DL1983PLC015425)
A-6/343B, 1st Floor, Paschim Vihar,
New Delhi-110063

The Thirty Fifth (35th) Annual General Meeting of the Equity Shareholders held on Friday, September 28, 2018 at 10:00 AM (IST) at Apsara Grand Banquets, A-1/20 B, Paschim Vihar, Rohtak Road, Near Metro Station Paschim Vihar (West), New Delhi-110063

Dear Sir,

I, Shalu Singhal, Practicing Company Secretary, proprietor of M/s Shalu Singhal Associates having office at B-587, Bunkar Colony, Ashok Vihar, Phase-IV, Delhi-110052, was appointed as Scrutinizer by the board of Directors for the purpose of scrutinizing the remote e-voting and poll respectively on the below mentioned resolution(s), at the Thirty Fifth (35th) Annual General Meeting of equity Shareholders of the Company, under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, held on Friday, September 28, 2018 at 10:00 AM (IST) at Apsara Grand Banquets, A-1/20 B, Paschim Vihar, Rohtak Road, Near Metro Station Paschim Vihar (West), New Delhi-110063

I submit my report as under:-

1. The remote e-voting period commenced (9:00 A.M. IST) on Tuesday, September 25, 2018 and ends at (5:00 P.M. IST) on Thursday, September 27, 2018, via e-voting Platform on the designated website of Central Depository Services (India) Limited (CDSL) viz. <https://www.evotingindia.com>
2. The Shareholders of the Company as on the "cut off" date i.e. Friday, September 21, 2018 were entitled to avail the facility of remote e-voting as well as poll at the AGM on the proposed resolutions (item no. 1 to 4) as set out in the Notice dated August 11, 2018.
3. The total paid up Equity Share Capital of the Company as on Friday, September 21, 2018 was Rs. 3,34,75,000/- (Rupees Three Crores Thirty Four Lakhs Seventy Five Thousand Only) divided into 33,47,500 (Thirty Three Lakhs Forty Seven Thousand Five hundred) equity shares of Rs. 10/- (Rupees Ten Only) each.
4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of AGM. Our responsibilities as scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' the resolutions stated in the AGM Notice.



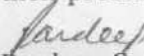
5. The Chairman ordered for poll at AGM as per Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

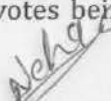
6. One ballot box was kept for polling and the ballot box was locked in my presence.

7. After completion of Poll at the AGM, the ballot box was opened in my presence and ballots were diligently scrutinized. Thereafter, ballots and Authorizations/Proxies lodged were reconciled with the records. A register was maintained containing the particulars of the shareholders who participated in poll at AGM.

8. The ballots, which were incomplete and/or which were otherwise found defective were treated as invalid and were kept separately.

9. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at AGM in the presence of two witnesses, Mr. Pardeep Gupta, R/o: A-6/17, 1st Floor, Paschim Vihar, New Delhi-110063 and Mrs. Neha Jain R/o: K-15, Arya Samaj Road, Uttam Nagar, Delhi-110059 who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Pardeep Gupta


Neha Jain

10. The consolidated summary of results of remote e-voting and poll/ballot paper at AGM are as under:

a. **Resolution No. 1:-** Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, including Board of Directors and Auditors Report thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	1,60,950	1,95,357	3,56,307	100
Dissent	-	-	-	-
Total	1,60,950	1,95,357	3,56,307	100

Therefore, the resolution No. 1 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- A**.

b. **Resolution No. 2:-** Appointment of M/s. ASHM & Associates, Chartered Accountants (Firm Registration No. 005790C) as Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of 39th AGM to be held in year 2022 and fix their remuneration.



Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	1,60,950	1,95,357	3,56,307	100
Dissent	-	-	-	-
Total	1,60,950	1,95,357	3,56,307	100

Therefore, the resolution No. 2 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure B.**

c. **Resolution No. 3:** Approve the appointment & remuneration of Mr. Narayanjee Thakur as a Whole Time Director of the Company for One Year.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e- votes	Total	
Assent	1,60,950	1,95,357	3,56,307	100
Dissent	-	-	-	-
Total	1,60,950	1,95,357	3,56,307	100

Therefore, the resolution No. 3 has been approved with requisite majority. Details of Poll at AGM & remote e-voting are given in **Annexure C.**

d. **Resolution No. 4:** Approve the regularization of Mr. Anand Rai (DIN:06855524) as an Executive Director of the Company for the period of One Year.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e- votes	Total	
Assent	1,60,950	1,95,357	3,56,307	100
Dissent	-	-	-	-
Total	1,60,950	1,95,357	3,56,307	100



11. The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thanking you,

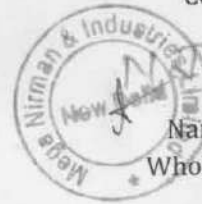
**For M/s Shalu Singhal & Associates
Company Secretaries**



Shalu Singhal
Shalu Singhal
Scrutinizer
CP No.: 12329

New Delhi
Date: 29.09.2018

Countersigned by



Narayanjee Thakur
Narayanjee Thakur
Whole Time Director

New Delhi
Date: 29.09.2018

Annexure - A

Details of e-voting at AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	10	1,60,950	16,09,500
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	10	1,60,950	16,09,500
d) Votes with assent for the Resolution	10	1,60,950	16,09,500
e) Votes with dissent for the Resolution	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	7	1,95,357	19,53,570
(b) Votes with Assent	7	1,95,357	19,53,570
(c) Votes with dissent	0	0	0



Annexure - B

Details of e-voting at AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH POLL

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	10	1,60,950	16,09,500
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	10	1,60,950	16,09,500
d) Votes with assent for the Resolution	10	1,60,950	16,09,500
e) Votes with dissent for the Resolution	0	0	0

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	7	1,95,357	19,53,570
(b) Votes with Assent	7	1,95,357	19,53,570
(c) Votes with dissent	0	0	0



Annexure - C

Details of e-voting at AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	10	1,60,950	16,09,500
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	10	1,60,950	16,09,500
d) Votes with assent for the Resolution	10	1,60,950	16,09,500
e) Votes with dissent for the Resolution	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	7	1,95,357	19,53,570
(b) Votes with Assent	7	1,95,357	19,53,570
(c) Votes with dissent	0	0	0



Annexure - D

Details of e-voting at AGM & remote e-voting for Resolution No.-4 are as under:

D1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	10	1,60,950	16,09,500
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	10	1,60,950	16,09,500
d) Votes with assent for the Resolution	10	1,60,950	16,09,500
e) Votes with dissent for the Resolution	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(b) Net Valid Votes	7	1,95,357	19,53,570
(b) Votes with Assent	7	1,95,357	19,53,570
(c) Votes with dissent	0	0	0



**Voting Results in terms of Regulation 44 (3) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Date of the AGM	September 28, 2018
Total number of shareholders on record date i.e. September 21, 2018	671
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	- 10
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A.



Given below is the Agenda- wise combined results of Remote E-voting and voting conducted at the venue:

Resolution No. 1

Ordinary Resolution								
Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, including Board of Directors and Auditors Report thereon.								
Whether promoter/ promoter group are interested in the agenda/resolution							No	
Category	Mode of Voting	No. of Shares held (1)	No. of valid votes polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75,100	0	0.0000	0	0	0	0.0000
	Poll		0	0.0000	0	0	0	0.0000
	Total		0	0.0000	0	0	0	0.0000
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	32,72,400	1,95,357	5.9698	1,95,357	0	100.0000	0.0000
	Poll		1,60,950	4.9184	1,60,950	0	100.0000	0.0000
	Total		3,56,307	10.8882	3,56,307	0	100.0000	0.0000
Total		33,47,500	3,56,307	10.6440	3,56,307	0	100.0000	0.0000



Resolution No. 2:**Ordinary Resolution**

Re-Appointment of M/s ASHM & Associates, Chartered Accountants, as the Statutory Auditor of the Company from the conclusion of this AGM till the conclusion of the Thirty Sixth (39th) AGM of the Company to be held in year 2022 and authorizing the Board of Directors of the Company to fix their remuneration.

Whether promoter/ promoter group are interested in the agenda/resolution

No

Category	Mode of Voting	No. of Shares held (1)	No. of valid votes polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75,100	0	0.0000	0	0	0	0.0000
	Poll		0	0.0000	0	0	0	0.0000
	Total		0	0.0000	0	0	0	0.0000
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	32,72,400	1,95,357	5.9698	1,95,357	0	100.0000	0.0000
	Poll		1,60,950	4.9184	1,60,950	0	100.0000	0.0000
	Total		3,56,307	10.8882	3,56,307	0	100.0000	0.0000
Total		33,47,500	3,56,307	10.6440	3,56,307	0	100.0000	0.0000



Resolution No. 3:**Ordinary Resolution**

To Approve the appointment of Mr. Narayanjee Thakur (DIN: 00445013) as a Whole Time Director of the Company for the period of 1 year at such remuneration as decided by the Board of directors but not exceeding the limits as specified under Schedule V to the Companies Act, 2013.

Whether promoter/ promoter group are interested in the agenda/resolution							No	
Category	Mode of Voting	No. of Shares held (1)	No. of valid votes polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75,100	0	0.00	0	0.00	0	0.00
	Poll		0	0.00	0	0.00	0	0.00
	Total		0	0.00	0	0.00	0	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	32,72,400	1,95,357	5.9698	1,95,357	0	100.0000	0.0000
	Poll		1,60,950	4.9184	1,60,950	0	100.0000	0.0000
	Total		3,56,307	10.8882	3,56,307	0	100.0000	0.0000
Total		33,47,500	3,56,307	10.6440	3,56,307	0	100.0000	0.0000



Resolution No. 4:**Ordinary Resolution**

To regularize the appointment of Mr. Anand Rai (DIN: 06855524) as an Executive Director of the Company for the period of 1 year at such remuneration as decided by the Board of Directors.

Whether promoter/ promoter group are interested in the agenda/resolution

No

Category	Mode of Voting	No. of Shares held (1)	No. of valid votes polled (2)	% of votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	75,100	0	0.00	0	0	0	0.00
	Poll		0	0.00	0	0	0	0.00
	Total		0	0.00	0	0	0	0.00
Public Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-Voting	32,72,400	1,95,357	5.9698	1,95,357	0	100.0000	0.0000
	Poll		1,60,950	4.9184	1,60,950	0	100.0000	0.0000
	Total		3,56,307	10.8882	3,56,307	0	100.0000	0.0000
Total		33,47,500	3,56,307	10.6440	3,56,307	0	100.0000	0.0000

