

# ANNUAL REPORT 2021-22



# CORPORATE INFORMATION

Mr. Kunal Lalani  
Director

Mr. Surendra Chhalani  
Director and CFO

Ms. Abhilasha Lalani  
Director

Mr. Surendra Kumar Pagaria  
Independent Director

Mrs. Anisha Anand  
Whole Time Director

Mr. Surendra Kumar Chhajer  
Independent Director

Company Secretary  
Mr. Gagan Mahajan

Statutory Auditors  
M/s AGMS & Co.  
(Chartered Accountants)

Secretarial Auditors  
M/s Vikash Gupta & Co., Delhi  
(Company Secretaries)

Registrar and Transfer Agent  
(Electronic & Physical)

M/s Link Intime India Pvt. Limited  
E-mail: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)

Registered Office  
NSIC Complex, Maa Anandmayee Marg,  
Okhla Industrial Estate, Phase-III, Delhi-110020  
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CIN: L65100DL1985PLC092375

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## DIRECTOR'S REPORT FOR THE FINANCIAL YEAR ENDED 2021-22

### TO THE MEMBERS OF MEGA CORPORATION LIMITED

Your Directors are pleased to present the 37th Annual Report on the business and operations of the Company together with the Audited Financial Statement for the year ended 31st March, 2022.

### FINANCIAL PERFORMANCE

The Summarized financial results are:

(Amount in Lakhs)

Particulars	Standalone Financials	
	2021-22	2020-21
Income from Operations	313.35	277.57
Other Income	(0.80)	6.77
<b>Total Income</b>	<b>312.55</b>	<b>284.34</b>
Operating Expenses	21.22	23.09
Depreciation and Amortization	35.55	35.54
Interest	205.36	161.44
Other Expenses	44.32	22.67
<b>Exceptional Item</b>	<b>--</b>	<b>--</b>
<b>Profit/ (Loss) before Tax</b>	<b>6.10</b>	<b>41.59</b>
Tax Expenses		
• Current Year	--	--
• Previous Year	--	(82.05)
• MAT Entitlement	--	--
• Deferred Tax	(9.94)	(11.48)
<b>Net Profit/ (Loss) for the Year</b>	<b>16.04</b>	<b>(28.98)</b>

### STATE OF COMPANY'S AFFAIRS

During the period under review the total Standalone Income of Company is Rs. 312.55 Lacs as compared to previous year income of Rs. 284.34 Lacs.

The company during the period earned standalone profit before tax of Rs. 6.10 Lacs as compared to profit of Rs. 41.59 Lacs in the previous year and Standalone Net Profit of the company during reporting period is Rs. 16.04 Lacs as compared to Loss of Rs. 28.98 Lacs in the previous year.

### MATERIAL CHANGES AND COMMITMENTS AFTER THE DATE OF CLOSE OF FINANCIAL YEAR 2021-22

There are no material changes and commitment affecting the financial position of company after the close of financial year 2021-22 till the date of report.

### DIVIDEND AND RESERVES

During the Reporting Period, the company has earned nominal net profit of Rs. 16.04 Lacs and the management has decided to reinvest the money for the purpose of expansion and overall growth of the company.

Hence, your management recommends no dividend for the year ended March 31, 2022 and will increase efforts to enhance the profit in coming financial year. Further your Directors do not propose to transfer any amount to the general reserve.

## **FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT**

There are no such frauds reported by auditors, which are committed against the company by officers or employees of the company.

## **HUMAN RESOURCES DEVELOPMENT**

Human Resources are the most important asset of any financial services organization. In the backdrop of the crisis that your Company was in your Company faced increased attrition during the first half of the financial year. While the challenges ensued your Company conducted various restructuring activities internally to manage the people crisis. For all key exists the succession plan triggered in and your Company was able to immediately fill all key leadership positions ensuring continuity and stability.

Your Company also actively encouraged cross utilization of resources to avoid the need of hiring from the market and also to nurture multi-tasking skills in employees. This ensured that all employees of your Company were productively employed and also helped your Company save on hiring costs and wherever necessary strengthened its hiring process to ensure economical quality hires.

During this period your Company re-assessed all its internal policies and practices and brought in measures to make them more compliant as well as mitigate risks that it was being exposed to. During the end of the fiscal year, your Company along with the entire globe faced an unprecedented situation of a pandemic

## **DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent sexual harassment of women at work place an act "The Sexual Harassment of Women at Workplace" (Prevention, Prohibition and Redressal) Act, 2013 has been notified on December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Your Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up a Committee for implementation of said policy. During the year Company has not received any complaint under the said policy.

## **BUSINESS EXCELLENCE AND QUALITY INITIATIVES**

"Business Excellence" is an integral part of Business Management and is the application of quality management theory and tools to run our business more efficiently. Business Excellence is the culture of your company, which works as an enabler to our commitment to higher customer satisfaction, increase in stakeholder value & better process management through the never-ending cycle of continuous improvement. Innovation in services and business models is a key agenda of the Management along with a customer-focused culture towards building long-term customer relationships.

## **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s Vikash Gupta & Co., Company Secretary in Practice to undertake the secretarial audit of the Company for FY 2021-22. The Secretarial Audit Report is appended as Annexure A to this Report. There are no adverse remarks / observations / qualifications / reservations / disclaimers in the Secretarial Audit Report.

## **DETAILS OF SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES, AND HIGHLIGHTS OF THEIR PERFORMANCE AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY**

Your Company had a subsidiary namely M/s Mega Airways Limited and the same was merged with your company on 09th August, 2019 by the order of hon'ble National Company Law Tribunal of Delhi vide order no.1257. Further, there was no associate company within the meaning of Section 2(6) of the Companies Act, 2013 ("Act") and there has been no material change in the nature of business of the subsidiary. The said subsidiary is not a material subsidiary.

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of financial statements of the subsidiary company in form AOC – 1 is not required to be attached as the subsidiary company M/s Mega Airways Limited has been merged with your company during the period under review.



## INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Mega Corporation Limited has an independent internal management assurance function which is commensurate with its size and scale. It evaluates the adequacy of all internal controls and processes, and ensures strict adherence to clearly laid down processes and procedures as well as to the prescribed regulatory and legal framework. Mega Corporation Limited has further strengthened its internal audit function by investing in domain specialists to increase effectiveness of controls. The Audit Committee of the Board of Directors regularly reviews the internal audit reports and the adequacy and effectiveness of internal controls.

## RISK MANAGEMENT

The Company aims to operate within an effective risk management framework to actively manage all the material risks faced by the organization and make it resilient to shocks in a rapidly changing environment. It aims to establish consistent approach in management of risks and strives to reach the efficient frontier of risk and return for the organization and its shareholders. Broad categories of risk faced by the Company are Credit Risk, Market Risk, Operational Risk, Fraud Risk, and Compliance Risk. The risk management policies are well defined for various risk categories supplemented by periodic monitoring through the sub committees of the Board.

**Credit Risk:** The credit aspects in the Company are primarily covered by the Credit Policy and Delegation of Authority approved by the Board of Directors. The Company measures, monitors and manages credit risks at individual borrower and portfolio level.

**Market Risk:** Market Risk management is guided by clearly laid down policies, guidelines, processes and systems for the identification, measurement, monitoring and reporting of exposures against various risk limits.

**Operational Risk:** The Company has put in place a comprehensive system of internal controls, systems and procedures for documenting, assessing and periodic monitoring of various risks and controls linked to various processes across all business lines. The Board on periodic basis identify and mitigate operational risks to minimize the risk and its impact.

**Fraud Risk:** The Company has adopted a robust Fraud Risk Management framework. It has an effective and very strong fraud risk governance mechanism that encompasses controls covering below objectives:

1. Prevent (reduce the risk of fraud from occurring)
2. Detect (discover fraud when it occurs) and
3. Respond (take corrective action and remedy from the harm caused by fraud).

**Compliance Risk:** The Company has a robust compliance risk management framework in place guided by a Board which lays down the roles and responsibilities of employees towards ensuring compliance with the applicable laws and regulations as also the role of the Compliance Department in monitoring compliance.

The Company's governance culture supported by sound risk management is aimed at ensuring it remains resilient during challenging periods and forge a sustainable future for the organization.

## CORPORATE GOVERNANCE

Our shareholders are at the heart of our business, with this philosophy we have grown. At the core of our growth are our ethical beliefs. Your management as steward of governance has ensured that your Company not only contributes economically but also grows sustainably.

All business decisions are taken in adherence of the spirit of governance as it ensures that the core of our business built over years is kept intact. The virtues of governance generate the much-needed trust of our stakeholders. The Board reassesses its governance processes and controls to meet the stakeholders' expectations. The strategically scheduled meetings of directors and its committees foster truly frank discussions and informed decisions.

Parameters of Statutory compliances evidencing the standards expected from a listed entity have been duly observed and a Report on Corporate Governance as well as the Certificate from Statutory Auditors confirming compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Integrated Annual Report appended as Annexure- B.

Further, the Management Discussion and Analysis Report and CEO/ CFO Certificate as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also presented in separate sections forming part of the Integrated Annual Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, ("the Act") your Directors, based on the representations received from the Operating Management and after due enquiry, confirm that:

- i. in the preparation of the annual accounts for financial year ended 31st March, 2022, the applicable accounting standards have been followed and there are no material departures in adoption of these standards.
- ii. they have in consultation with the Statutory Auditors 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 at 31st March, 2022 and of the profit of the Company for the year ended on that date.
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. they have prepared the annual accounts for financial year ended 31st March, 2022 on a going concern basis.
- v. they have laid down adequate internal financial controls to be followed by the Company and that such internal financial controls were operating effectively during the financial year ended 31st March, 2022.
- vi. they have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively during the financial year ended 31st March, 2022.

## BOARD EVALUATION

In terms of the requirement of the Act and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees.

The nomination and remuneration committee has conducted Board evaluation for the year. The evaluation of all the directors, committees, Chairman of the Board, and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board evaluation process was completed during fiscal 2022.

For Independent Directors, evaluation is carried out based on the criteria viz. the considerations which led to the selection of the Director on the Board and the delivery against the same, contribution made to the Board/Committees, attendance at the Board/Committee Meetings, impact on the performance of the Board/ Committees, instances of sharing best and next practices, engaging with top management team of the Company, participation in Strategy Board Meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors, the board as a whole and the Chairman of the Company was evaluated, taking into account the views of executive directors and nonexecutive directors.

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the nomination and remuneration committee to lay down the evaluation criteria for the performance of the Chairman, the Board, Board committees, and executive / non-executive / independent directors through evaluation, excluding the director being evaluated. Independent directors have three key roles – governance, control and guidance. Some of the performance indicators, based on which the independent directors are evaluated, include:

- The ability to contribute to and monitor our corporate governance practices.
- The ability to contribute by introducing international best practices to address business challenges and risks.
- Active participation in long-term strategic planning.
- Commitment to the fulfillment of a director's obligations and fiduciary responsibilities; these include participation in Board and committee meetings.

The Company has formulated a Policy for performance evaluation of the Independent Directors, the Board, its Committees and other individual Directors which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors.

As an outcome of the above exercise, it was noted that the Board as a whole is functioning as a cohesive body which is well engaged with different perspectives. The Board has a right balance of discussion between strategic and operational issues. The Board Members from different backgrounds bring about different complementarities and deliberations in the Board and Committee Meetings are enriched by such diversity and complementarities. The

Board is actively engaged on the key issue concerning strategy, talent, risk and governance. It was also noted that the Committees are functioning well and besides the Committee's terms of reference as mandated by law, important issues are brought up and discussed in the Committees & Board was updated on the same. The Board also noted that given the changing external environment, more frequent sessions on strategy with emphasis on sustainability may be considered. There are specific areas that have been identified as part of the exercise for the Board to engage itself with and the same will be acted upon.

## **MANAGEMENTS' DISCUSSION AND ANALYSIS REPORT**

Managements' Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming Annexure C of the Director's Report.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars relating to energy conservation, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134 (3) (m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are given hereunder:

### **Conservation of Energy**

- i.) Steps taken or impact on conservation of energy: Energy conservation efforts are ongoing activities. During the year under review further efforts were made to ensure optimum utilization of electricity.
- ii) Steps taken by the company for utilizing alternate sources of energy: Nil, as your company does not carry any manufacturing activities
- iii) The Capital investment on energy conservation equipment's: Nil

### **Technology Absorption, Adaption & Innovation and Research & Development**

No research & development or technical absorption or adaption & innovation taken place in the company during the Financial Year 2021-22, the details as per rule 8(3) of The companies (Accounts) Rules 2014 are as follows:

- i) Efforts made towards technology absorption: - Nil
- ii) Benefits derived like product improvement, cost reduction, product development or import substitution: Nil
- iii) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year) -
  - a) Details of technology imported: Nil
  - b) Year of Import: Nil
  - c) Whether the technology been fully absorbed: Nil
  - d) Areas where absorption has not taken place and the reasons there of: Nil
- iv) Expenditure incurred on Research and Development: Nil

### **Foreign Exchange Earnings and Outgo**

As your Company does not deal in Foreign Exchange, therefore the particulars relating to Foreign Exchange Earnings and Outgo are not applicable to your Company.

Foreign Exchange Earnings: Nil

Foreign Exchange Outgo: Nil

## **FIXED DEPOSITS**

Your Company has not accepted any fixed deposits covered under Chapter V of the Company Act, 2013 and as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **• Retirement by Rotation**

In accordance with the provisions of Section 152 of The Companies Act, 2013 Ms. Abhilasha Lalani, Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.



• **Appointment / Re-appointment and Cessation of Directors & KMP**

Following are the Directors of the Company as on 31st March, 2022

- |                               |  |
|-------------------------------|--|
| 1. Mr. Kunal Lalani           | – Executive Director                     |
| 2. Mr. Surendra Chhalani      | – Executive Director                     |
| 3. Mrs. Anisha Anand          | – Executive Director                     |
| 4. Mr. Surendra Kumar Chhajer | – Non Executive Independent Director     |
| 5. Mr. Surendra Kumar Pagaria | – Non Executive Independent Director     |
| 6. Mrs. Abhilasha Lalani      | – Non Executive Non Independent Director |

During the period of under review Mr. Navratan Baid has resigned from the position of Non-Executive Independent Director on 28th October 2021 and Mr. Surendra Kumar Chhajer has been appointed as Independent Director of the company on 28th October 2021 subject to regularization through the approval of Shareholders in the ensuing Annual General Meeting. Further Mr. Shurab Kumar, Non-Executive Director has resigned from the position on 18th November 2021.

During the Period under Review Mr. Aagat Singh has resigned from the Position of Company Secretary on 1st October 2021 and Mr. Gagan Mahajan has been appointed as Company Secretary on 1st October, 2021

Pursuant to the provisions of Section 203 of the Act, your Company has following Key Managerial Personnel(s):

- Mr. Surendra Chhalani - Chief Financial Officer;
- Mr. Gagan Mahajan - Company Secretary;

**DECLARATION BY THE INDEPENDENT DIRECTORS**

All Independent Directors has given declarations to the company confirming that they meet the criteria of independence as laid down under Section 149(6) of The Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**AUDITORS AND AUDITOR'S REPORT**

M/s AGMS & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

On the Recommendation of the Audit Committee, the appointment of M/s AGMS & Co., Chartered Accountants who were appointed as Statutory Auditors of the Company for a term of five years at the 36th Annual General Meeting of the Company held on 30th September 2021 till the conclusion of the 41st Annual General Meeting (AGM), subject to ratification at every AGM, at remuneration as may be decided by the Board of Directors and Audit Committee.

The Company has received a certificate from the auditors to the effect that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013, and they are not disqualified for appointment, as per the provisions of section 141 of the Companies Act, 2013.

The auditor report and notes on accounts referred to in the Auditors Report is self-explanatory and there are no adverse remarks or qualification in the Report.

**LISTING OF SECURITIES**

The Company's Equity Shares are listed on following stock exchanges:

- i. The Delhi Stock Exchange Limited\*
- ii. The Bombay Stock Exchange Limited

**\*Delhi Stock Exchange has been derecognized w.e.f. 19th November, 2014 vide SEBI order.**

**PARTICULARS OF EMPLOYEES**

None of the employees of your company is drawing remuneration exceeding limits laid down under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Further, the information required under the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as Annexure- D and forms part of this report.

## MEETINGS OF THE BOARD OF DIRECTORS

The Details of Meetings of the Board of Director Held during the Financial Year 2021-22:

As per the disclosures furnished none of the Directors are disqualified to act as directors of this Company or any other public Company under Section 164 and other applicable provisions of the Companies Act, 2013.

The requisite information as prescribed under Clause 49 of the Listing Agreement is placed before the Board from time to time and is generally provided as part of the Agenda papers of the Board Meeting and /or is placed at the table during the course of the meeting.

During the financial year ended March 31, 2022, Nine Board Meetings were held. The interval between two meetings was well within the maximum period mentioned under Section 173 of Companies Act, 2013 and Regulation 17(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board meeting was held on the following dates:-

1st April 2021, 30th June 2021, 14th August 2021, 31st August 2021, 1st October 2021, 28th October 2021, 18th November 2021, 21st December 2021, 13th January 2022.

Attendance of Directors at the Meeting of Board of Directors for the Financial Year 2021-22.

## COMPOSITION OF COMMITTEES

### a) Audit Committee

At 31st March, 2022 Audit Committee of the board comprises of three members with Independent Directors forming a majority, namely Mr. Surendra Kumar Pagaria as Chairperson and Mr. Surendra Kumar Chhajer, Mr. Surendra Chhalani as members of the Committee.

Presently Audit Committee comprises following members:

1. Mr. Surendra Kumar Pagaria – Non-Executive Independent Director
2. Mr. Surendra Kumar Chhajer – Non-Executive Independent Director
3. Mr. Surendra Chhalani- Executive Director

All the recommendations made by the Audit Committee were accepted by the board.

Further, the Roles and Responsibility and other related matters of Audit Committee forms an integral part of Corporate Governance Report as part of annual report.

### Nomination and Remuneration Committee

At 31st March, 2022, Nomination and Remuneration Committee comprises of Mr. Surendra Kumar Pagaria as Chairperson, Mr. Surendra Kumar Chhajer and Mrs. Abhilasha Lalani as members.

Presently Nomination & remuneration Committee comprises following members:

1. Mr. Surendra Kumar Pagaria – Non-Executive Independent Director
2. Mr. Surendra Kumar Chhajer – Non-Executive Independent Director
3. Mrs. Abhilasha Lalani – Non-Executive Non Independent Director

All the recommendations made by the Nomination and Remuneration committee were accepted by the board.

Further, the terms of reference and other related matters of Nomination and Remuneration committee forms an integral part of Corporate Governance Report as part of annual report.

### b) Stakeholder Relationship Committee

Stakeholders Relationship Committee comprises of Mr. Surendra Kumar Pagaria as Chairperson with Mr. Surendra Kumar Chhajer and Mr. Surendra Chhalani as members of the Committee as on 31st March, 2022.

The Committee is set up to monitor the process of share transfer, issue of fresh Share Certificates as well as review of redressed of investors/shareholders grievances.

Further, the role and responsibility and other related matters of Stakeholders Relationship Committee forms an integral part of Corporate Governance Report as part of annual report.

**RBI GUIDELINES**

The Company continues to comply with all the requirements prescribed by the Reserve Bank of India, from time to time.

**POLICY FOR DIRECTORS' APPOINTMENT AND REMUNERATION**

The policy of the Company on Directors' appointment and remuneration, including criteria for determining qualification, positive attributes, independence of Director and other matters provided under sub-section 3 of section 178 of the Companies Act, 2013, adopted by the Board is annexed to this report as Annexure E.

**RELATED PARTY TRANSACTIONS**

Your Company has historically adopted the practice of undertaking related party transactions only in the ordinary and normal course of business and at arm's length as part of its philosophy of adhering to highest ethical standards, transparency and accountability. In line with the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has approved a policy on related party transactions. An abridged policy on related party transactions has been placed on the Company's website <https://www.megacorppltd.com/>.

All related party transactions are placed on a quarterly basis before the Audit and before the Board for approval.

The particulars of contracts or arrangements with related parties referred to in Section 188(1) and applicable rules of the Companies Act, 2013 in Form AOC-2 is provided as Annexure F to this Annual Report.

Pursuant to Regulation 23(9) of the Listing Regulations, your Company has filed half yearly report on Related Party Transactions with the Stock Exchanges, for the year ended 31st March, 2022.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements as on 31st March, 2022

**LISTING**

Equity Shares of your Company are listed on Bombay Stock Exchange Ltd. Your company has paid required listing fees to Stock Exchanges.

**EXTRACT OF ANNUAL RETURN**

Extract of Annual Return of the Company in the prescribed Form MGT-9, is attached as Annexure- G to this Board's Report.

Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered office of the obtaining such information may write to CFO & Company Secretary and the same will be furnished on request.

The full Annual Report including the aforesaid information is available on the company's website <https://www.megacorppltd.com/>.

## POLICIES & DISCLOSURES

### Vigil Mechanism

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a "Whistle Blower Policy and Vigil Mechanism" and which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Company has adopted the Policy for Directors and employees to report genuine concerns and to provide for adequate safeguards against victimization of persons who may use such mechanism. The Whistle Blower policy can be accessed on the Company's Website at the link: <https://www.megacorppltd.com/>.

### Corporate Social Responsibility

Pursuant to Section 135 of the Companies Act, 2013 and rules made there under, every company having net worth of Rupees Five Hundred Crores or more, or turnover of Rupees One Thousand Crores or more or a net profit of Rupees Five Crores or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board.

However, it is not applicable in case of your Company. Hence there is no need to form Corporate Social Responsibility Committee and Corporate Social Responsibility Policy for the company as per the requirement of the Companies Act, 2013.

### GENERAL

Your Director states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:-

- a) Details relating to deposits covered under Chapter V of the Act.
- b) Issue of the equity shares with differential rights as to dividend, voting or otherwise.
- c) Issue of shares (including sweat equity shares) to directors or employees of the Company
- d) Issue of Employee Stock Option Scheme to employees of the company
- e) CFO of the company does not receive any remuneration or commission from any of its subsidiary companies
- f) No significant or material orders were passed by the regulators or courts or tribunals, which impact the going concern status and Company's operations in future.
- g) Purchase of or subscription for shares in the company by the employees of the company.
- h) There is no material subsidiary\* of company, so no policy on material subsidiary is required to be adopted.

\* "Material Subsidiary" shall have the meaning as defined in Regulation 16(1)(c) of the LODR Regulations, pursuant to which a material subsidiary means a subsidiary, whose income or net worth exceeds 10% (ten percent) of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

Your Directors further state that:-

- a) The Company has zero tolerance for sexual harassment and during the year under review, there were no complaint received and no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- b) And there is no change in the nature of business of company during the year.

### INDUSTRIAL AND HUMAN RELATIONS

Since the Company is not into any kind of manufacturing activity, there is no matter to discuss about industrial relations and the Company is maintaining cordial relations with its staff members.

### CAUTIONARY STATEMENT:

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable laws and regulations. Important developments that could affect the Company's operations include a downtrend in the financial services industry – global or domestic or both, significant changes in the political and economic environment in India or key markets abroad, tax laws, litigation, labour relations, exchange rate fluctuations, interest and other factors. Actual results might differ substantially or materially from those expressed or implied.

This report should be read in conjunction with the financial statements included herein and the notes thereto.

S No.	Particulars	No. of Shareholders	No of Share
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	0	0
2	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	0	0
3	Number of shareholders to whom shares were transferred from suspense account during the year	0	0
4	Number of shareholders who have not claimed dividend for last 7 years, and whose shares have been transferred to IEPF account of MCA from Demat Suspense Account	0	0
5	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year.  The voting rights on these shares shall remain frozen till the rightful owner of such shares claim the shares	0	0

#### ACKNOWLEDGEMENTS

Your Directors thank the Company's stakeholders in large including investors, customers, banks, financial institutions, rating agencies, debenture holders, debenture trustees and well-wishers for their continued support during the year. Your Directors place on record their appreciation of the contribution made by the employees of your Company, its subsidiaries and its associates at all levels. Your Company's consistent growth was made possible by their hard work, solidarity, cooperation and support. The Board sincerely expresses its gratitude to Reserve Bank of India, Securities and Exchange Board of India and Ministry of Corporate Affairs for the guidance and support received from them including officials there at from time to time.

**For and on behalf of the Board of Directors**  
**Mega Corporation Limited**

**Sd/-**  
**(Surendra Chhalani)**  
**Director and CFO**  
**Din: 00002747**

**Sd/-**  
**(Kunal Lalani)**  
**Director**  
**Din: 00002756**

**Sd/-**  
**(Gagan Mahajan)**  
**Company Secretary**  
**Mem No: A34028**

**Place: New Delhi**

**Date: 31st August, 2022**



## ANNEXURES TO THE DIRECTORS' REPORT

Annexure A	Secretarial Audit Report
Annexure B	Report on Corporate Governance
Annexure C	Management Discussion and Analysis Report
Annexure D	Particulars of Employees
Annexure E	Policy for Directors Appointment and Remuneration
Annexure F	Particulars of Related Party Transaction in Form AOC-2
Annexure G	Extract of Annual Return in Form MGT-9

**FORM NO. MR-3 SECRETARIAL AUDIT REPORT****For The Financial Year Ended 31.03.2022****[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,****M/s Mega Corporation Limited****CIN: L65100DL1985PLC092375****Address: NSIC Complex, Maa Anandmayee Marg****Okhla Industrial Area Phase-III New Delhi - 110020**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Mega Corporation Limited** (hereinafter called "the Company"). The Company is a listed Company, having **CIN: L65100DL1985PLC092375**. 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 the Company's 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, 2022** ("Audit Period"), 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2022** according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) 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 Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (**'FEMA'**) to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; [The company has not raised any External Commercial Borrowings during the Audit Period].
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**):
  - a) The SEBI (Listing Obligations and Disclosure requirements) Regulation, 2015;
  - b) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c) The SEBI (Prohibition of Insider Trading) Regulations, 1992;
  - d) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - e) The SEBI (Registrars to Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- VI. Other laws applicable to the Company as per the representations made by the Company:
  - a) Reserve Bank of India Act, 1934 and rules and regulations made there under (Company is a registered NBFC with RBI)
  - b) According to the information and explanation provided by the management the provisions related to labour laws are not applicable on the company.

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

- i. Secretarial Standards Issued by the Institute of Company Secretaries of India (ICSI) with respect to board and general meetings.
- ii. The Listing Agreements entered into by the company with National Stock Exchange of India Limited and Bombay Stock exchange Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the audit period, the company has complied with the provisions of the Act, Rules, regulations, guidelines, standards etc. mentioned above.

**We report that:**

- a) 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.

- b) We have followed the audit practices and processes 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 processes and practices, we followed provide a reasonable basis for our opinion.
- c) The Compliance by the Company of applicable financial laws like direct taxes and indirect taxes and maintenance of financial records and books of accounts has not been reviewed in this Audit, since the same has been the subject to be review by statutory financial audit and designated professionals.
- d) Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) 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.

We have checked the compliance management system of the Company, to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. We believe that the Audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**I further report that:**

- 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.
- 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 Meeting and Committee Meeting are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.
- The compliances of applicable financial laws like, direct and indirect tax laws, have not been reviewed in this audit since the same have been subject to review by the statutory financial auditor and other designated professionals.

**I further report that:**

- systems and processes in the Company need to be strengthened commensurate with the size and operations of the Company to monitor and ensure compliance with the Act and its applicable laws, rules, regulations and guidelines.
- The company has responded appropriately to the notices or letters (if any) received by the company from various department and authorities including initiating action for corrective measures wherever found necessary.

I further report that, the Company has complied with the following laws specifically applicable to The Company:

- a) Reserve Bank of India Act, 1934 and rules and regulations made there under;

I further report that, during the audit period the Company has not taken any actions/ decisions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**Place: New Delhi**  
**Date: 30/08/2022**

**M/s Vikash Gupta & Co.**  
**(Practicing Company Secretaries)**

**Sd/-**  
**Vikash Gupta**  
**Proprietor**  
**M. No.: F9198**  
**C.P. No.: 10785**  
**Peer Review Certificate No.: 2097/2022**  
**UDIN: F009198D000874172**

## REPORT ON CORPORATE GOVERNANCE

Your Company had aligned and have its corporate governance practice in a manner so as to achieve the objectives of principles as envisaged in SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI LODR).

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Report for the financial year ended March 31, 2022 on compliance by the Company with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is given below.

The Company's philosophy on Corporate Governance is aimed at (a) enhancing long term shareholder value through assisting the top management in taking sound business decisions; and prudent financial management; (b) achieving transparency and professionalism in all decisions and activities of the Company; (c) achieving excellence in Corporate Governance by conforming to the prevalent guidelines on Corporate Governance, and excelling in, wherever possible and reviewing periodically the existing systems and controls for further improvements.

### 1. BOARD OF DIRECTORS

- i. As on March 31, 2022, the Company has Six directors. Out of the Six directors, Three are Non-Executive Directors out of which two are Independent Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.
- ii. None of the Directors on the Board:
  - holds directorships in more than ten public companies;
  - serves as Director or as Independent Directors (ID) in more than seven listed entities; and
  - who are the Executive Directors serves as IDs in more than three listed entities.

Necessary disclosures regarding Committee positions in other public companies as on March 31, 2022 have been made by the Directors. None of the Directors is related to each other except Mr. Kunal Lalani and Mrs. Abhilasha Lalani.

- iii. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- iv. Nine Board Meetings were held during the year under review and the gap between two meetings did not exceed one hundred and twenty days.

The said meetings were held on:

1st April 2021, 30th June 2021, 14th August 2021, 31st August 2021, 1st October 2021, 28th October 2021, 18th November 2021, 21st December 2021, 13th January 2022.

The necessary quorum was present for all the meetings.

### BOARD MEETING AND PROCEDURES

Name	Category	Designation	No. of Meetings entitled to attend	No. of Meetings Attended	No. of Membership in Boards of Other Companies	Attendance of each Director At last AGM
Mr. Surendra Chhalani	Executive Director	Director and CFO	9	9	4	Yes
*Mr. Surendra Kumar Chhajer	Non-Executive & Independent Director	Director & Chairman	3	3	1	No
Mrs. Abhilasha Lalani	Non-Executive Director	Director	9	5	0	No
Mrs. Anisha Anand	Executive Director	Whole Time Director	9	6	1	Yes
*Mr. Navratan Baid	Non-Executive & Independent Director	Director	5	3	3	No
Mr. Kunal Lalani	Executive Director	Director	9	6	15	Yes
*Mr. Shurab Kumar	Non-Executive Director	Director	6	1	0	No
Mr. Surendra Pagaria	Non-Executive & Independent Director	Director	9	3	0	No

\* Mr. Surendra Kumar Chhajer has been appointed as Independent Director on 28th October 2021.

\*Mr. Navratan Baid resigned from the Position of Non-Executive Independent Director on 28th October 2021.

\*Mr. Shurab Kumar Resigned from the Position of Non-Executive Director on 18th November 2021.

The detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed notes is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s). In some instances, documents are tabled at the meetings and the presentations are also made by the respective executives on the matters related to them at the Board or Committee Meetings. The information as mentioned in Part A of Schedule II of the Listing Regulations, has been placed before the Board for its consideration. The Directors are also provided the facility of video/tele conferencing to enable them to participate effectively in the Meeting(s), as and when required.

During the year under review, Nine (9) Board Meetings were held 1st April 2021, 30th June 2021, 14th August 2021, 31st August 2021, 1st October 2021, 28th October 2021, 18th November 2021, 21st December 2021, 13th January 2022. The necessary quorum was present for all the meetings. The maximum gap between any two meetings was not more than One Hundred and Twenty Days. As mandated by proviso under Regulation 17A(1) of the Listing Regulations as of March 31, 2022, none of the Independent Directors of the Company served as an Independent Director in more than seven listed entities and as per Regulation 26 of Listing Regulations none of Directors is a member of more than ten committees or acting as Chairperson of more than five committees across all listed companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

During the period of under review Mr. Navratan Baid has resigned from the position of Non-Executive Independent Director on 28th October 2021 and Mr. Surendra Kumar Chhajer has been appointed as Independent Director of the company on 28th October 2021 subject to regularization through the approval of Shareholders in the ensuing Annual General Meeting. Further Mr. Shurab Kumar, Non-Executive Director has resigned from the position on 18th November 2021.

## COMPOSITION OF BOARD

The Company's policy is to maintain an optimum combination of Executive and Non-Executive Directors. The composition of Board of Directors as on 31st March, 2022 is given in the table below and is in conformity with Regulation 17(1) of the Listing Regulations and other applicable regulatory requirements.

Committee position only of the Audit Committee and Stakeholder's Relationship Committee in Public Companies (whether listed or not) have been considered.

None of Independent Director is serving more than 7 listed companies and Managing Director of company is also not acting as independent director in more than 3 listed companies.

## PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:

The Board of Directors has made formal annual evaluation of its own performance, and that of its committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed under the Listing Regulations.

Performance of the Board was evaluated after seeking inputs from all the Directors on the basis of the criteria such as adequacy of its composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as composition of committees, terms of reference of committees, effectiveness of the committee meetings, participation of the members of the committee in the meetings, etc.

The Board also carried out evaluation of the performance of Individual Directors on the basis of criteria such as attendance and effective participation and contributions at the meetings of the Board and its committees, exercise of his/her duties with due & reasonable care, skill and diligence, etc.

The Directors expressed their satisfaction with the evaluation process.

## FAMILIARISATION PROGRAMME

The Company has in place a Familiarization Programme for its Independent Directors which shall be given to new Independent Directors upon joining and to existing Independent Directors on "need basis". The objective of the Familiarization Programme is to provide training to new Independent Directors at the time of their joining so as to



enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it. Besides, the Independent Directors are made aware of their role and responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment. Additionally, regular updates on relevant statutory and regulatory changes are regularly circulated to all the Directors including Independent Directors.

During the Financial Year 2021-2022, Mr. Surendra Kumar Pagaria has been introduced as new Independent on the Board. The detail of familiarization programme is available at the website of the Company at <https://www.megacorppltd.com/>.

## CODE OF CONDUCT

- (i) The board has laid down a "Code of Conduct" for all the board members and the senior management of the company and the Code of Conduct has been posted on the website of the company at <https://www.megacorppltd.com/>. Annual declaration confirming compliance of the code is obtained from every person covered by the code of conduct.
- (ii) The Members of the Board and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended 31st March, 2022. The Annual Report of the Company contains a Certificate by the CFO in terms of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 based on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.

## 2. AUDIT COMMITTEE

The Audit Committee functions according to its Charter that defines its composition, authority, responsibility and reporting functions in accordance with Section 177 of the Act, Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and other regulations applicable to the Company and is reviewed from time to time. Given below is a gist of the responsibilities of the Audit Committee:

- i. Reviewing with the management, quarterly/annual financial statements before submission to the Board, focusing primarily on:
  - The Company's financial reporting process and the disclosure of its financial information, including earnings, press release, to ensure that the financial statements are correct, sufficient and credible;
  - Reports on the Management Discussion and Analysis of financial condition, results of operations and the Directors' Responsibility Statement;
  - Major accounting entries involving estimates based on exercise of judgment by Management;
  - Compliance with accounting standards and changes in accounting policies and practices as well as reasons thereof;
  - Draft Audit Report, qualifications, if any and significant adjustments arising out of audit;
  - Scrutinise inter corporate loans and investments;
  - Disclosures made under the CEO and CFO certification; and
  - Approval or any subsequent modification of transactions with related parties, including omnibus related party transactions.
- ii. Reviewing with the management, external auditor and internal auditor, adequacy of internal control systems and recommending improvements to the management.
- iii. Review Management letters/Letters of internal control weakness issued by the statutory auditors.
- iv. Recommending the appointment/removal of the statutory auditor, cost auditor, fixing audit fees and approving non-audit/consulting services provided by the statutory auditors' firms to the Company and its subsidiaries; evaluating auditors' performance, qualifications, experience, independence and pending proceedings relating to professional misconduct, if any.
- v. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the chief internal auditor, coverage and frequency of internal audit, appointment, removal, performance and terms of remuneration of the chief internal auditor.

- vi. Discussing with the internal auditor and senior management, significant internal audit findings and follow-up thereon.
- vii. Reviewing the findings of any internal investigation by the internal auditor into matters involving suspected fraud or irregularity or a failure of internal control systems of a material nature and report the matter to the Board.
- viii. Discussing with the statutory auditor before the audit commences, the nature and scope of audit, as well as conduct post-audit discussions to ascertain any area of concern.
- ix. Establish and review the functioning of the Vigil Mechanism under the Whistle-Blower Policy of the Company.
- x. Reviewing the financial statements and investments made by subsidiary companies and subsidiary oversight, relating to areas such as adequacy of the internal audit structure and function of the subsidiaries, their status of audit plan and its execution, key internal audit observations, risk management and the control environment.
- xi. Look into the reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any.
- xii. Reviewing the effectiveness of the system for monitoring compliance with laws and regulations.
- xiii. Approving the appointment of CFO after assessing the qualification, experience and background etc. of the candidate.
- xiv. Review the system of storage, retrieval, display or printout of books of accounts maintained in electronic mode during the required period under law.
- xv. Approve all or any subsequent modification of transactions with related parties.
- xvi. To approve policies in relation to the implementation of the Code of Conduct for Prevention of Insider Trading.
- xvii. To note and take on record the status reports, detailing the dealings by Designated Persons in Securities of the Company, as submitted by the Compliance Officer on a quarterly basis and to provide directions on any penal action to be initiated, in case of any violation of the Code, by any person.

During the year, the Committee inter alia reviewed key audit findings covering operational, financial and compliance areas. The Chairman of the Audit Committee briefs the Board on significant discussions at Audit Committee meetings.

The Committee comprises of 3 Independent Directors, all of whom are financially literate and have relevant finance and/or audit exposure. The quorum of the Committee is two members or one-third of its members, whichever is higher.

The Chairman of the Audit Committee also attended the last Annual General Meeting of the Company. During the period under review, 5 Audit Committee meetings were held on 1st June 2021, 14th August 2021, 31st August 2021, 28th October 2021 & 13th January 2022. Each Audit Committee meeting which consider financial results is preceded by a meeting of the Audit Committee members and the Auditors.

#### (b) Composition, names of Members and Chairperson, its meetings and attendance:

The composition of the Audit Committee as on 31st March, 2022 and number of meetings attended by the Members during the year are given below:

Name of Member	Status	No. of meetings entitled to attend during FY 2021-22	Meetings attended
Mr. Surendra Pagaria	Member	5	4
Mr. Surendra Chhalani	Member	5	4
Mr. Navratan Baid	Member	3	1
Mr. Surendra Kumar Chhajer	Chairperson	1	1

\*Mr. Navratan Baid has resigned from his position on 28th October 2022.

#### NOMINATION AND REMUNERATION COMMITTEE

##### (A) Composition, names of Members and Chairperson, its meetings and attendance:

The composition of the Nomination and Remuneration Committee and number of meetings attended by the Members during the year are given below:

Name of Member	Status	No. of Meetings entitled to attend during the FY 2021-22	Meetings attended
Mr. Surendra Kumar Pagaria	Chairperson	4	2
Mr. Navratan Baid	Member	2	2
Mrs. Abhilasha Lalani	Member	4	2
Mr. Surendra Kumar Chhajer	Member	2	2

During the year, 4 Nomination and Remuneration Committee meetings were held on 7th April 2021, 1st October 2021, 28th October 2021 and 13th January 2022.

#### **(B) Terms of reference**

The terms of the Committee are wide enough covering the matters specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and Terms of reference of the Committee briefly are as under:

The purpose of the committee is to screen and review individuals qualified to serve as executive directors, non-executive directors, key managerial personnel and independent directors, consistent with the criteria approved by the Board, and to recommend, for approval by the Board, nominees for election at the AGM.

It also designed benchmarks and continuously reviews the compensation program for the Board and the CEO & MD against the achievement of measurable performance goals. The committee also reviews and approves senior executive compensation to ensure that it is competitive in the global markets in which we operate, to attract and retain the best talent.

The committee makes recommendations to the Board on candidates for:

- i. Nomination for election of re-election by the shareholders and
- ii. Any Board vacancies that are to be filled.

It may act on its own in identifying potential candidates, inside or outside the Company, or may act upon proposal submitted by the Chairman of the Board. The committee annually reviews and approves for CEO and MD, the executive directors and executive officers:

- a. The annual base salary.
- b. The annual incentive bonus including the specific performance-based goal and amount.
- c. Equity Compensation.
- d. Employment agreements, severance agreements, and change in control agreements/provisions.
- e. Any other benefits, compensation or agreements.

It reviews and discusses all matters pertaining to candidates and evaluates the candidates, and coordinates and oversees the annual self-evaluation of the Board and of individual directors. It also reviews the performance of all the executive directors on a periodic basis and on such intervals as may be necessary on the basis of the detailed performance parameters set for each executive director at the beginning of the year. The committee may also regularly evaluate the usefulness of such performance and make necessary amendments.

#### **(C) Remuneration Policy**

Remuneration policy for the members of the Board of Directors of the Company takes into consideration their role and responsibilities. The salient features of the policy are highlighted below:

- The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Executive Directors.
- The Nomination and Remuneration Committee decides the commission payable to the Non-Executive Directors out of the profits for the financial year and within the ceilings prescribed under the Companies Act, 2013 and as approved by the shareholders at a General Meeting.
- Non-Executive Directors of the Company are eligible for sitting fees for attending meetings of the Board and meetings of Committees of the Board.
- The Company reimburses expenditure reasonably incurred by the Directors in the performance of their duties as per the provisions of the applicable laws Companies Act 2013 and in conjunction with the rules and policies of the Company.

- The Nomination and Remuneration Committee reviews and finalizes the remuneration of the key executives on an annual basis, or earlier if deemed necessary.

#### 4. STAKEHOLDER'S GRIEVANCE COMMITTEE

The Stakeholders Relationship Committee of the Board of Directors was constituted in line with the provision of Regulation 20 of SEBI (LODR) Regulations 2015 read with section 178 of the Act to look after Shareholders'/ Investors' Grievance like redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports etc.

##### (A) Composition, Members, its meetings and attendance:

During the year, 4 Stakeholder's Relationship Committee meetings were held on 2nd April 2021, 14th August 2021, 28th October 2021 and 13th January 2022..

The composition of the Stakeholders Relationship Committee and number of meetings attended by the Members during the year are given below:

Name of Member	Status	No. of Meetings entitled to attend during the FY 2021-22	Meetings attended
Mr. Surendra Kumar Pagaria	Chairman	4	2
Mr. Surendra Chhalani	Member	4	2
Mr. Navratan Baid	Member	2	2
Mr. Surendra Kumar Chhajaj	Member	2	2

Mr. Navratan Baid due to his resignation has been ceased to be member of Stakeholder's Relationship Committee and in his place Mr. Surendra Kumar Chhajaj has become member of the Stakeholder's Relationship Committee

##### (B) Terms of Reference/Charter of Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Board is constituted with powers and responsibilities including, but not limited to:

- Review statutory compliances relating to all security holders.
- Consider and resolve the grievances of security holders of the Company, including complaints related to transfer of securities, non-receipt of annual report/ declared dividends/ notices/ balance sheet.
- Oversee compliances in respect of dividend payments and transfer of unclaimed amounts and shares to and from the Investor Education and Protection Fund.
- Oversee and review all matters related to the transfer of securities of the Company.
- Approve issue of duplicate certificates of the Company.
- Review movements in shareholding and ownership structures of the Company.
- Ensure setting of proper controls and oversee performance of the Registrar and Share Transfer Agent.
- Recommend measures for overall improvement of the quality of investor services.

##### Investor Grievance Redressal

The number of complaints received and resolved to the satisfaction of investors during the year under review is as under:

Particulars	Complaint Received	Complaint Resolved	Complaint Balance
Complaints	Nil	Nil	Nil

As on 31st March, 2022 no complaints were outstanding.

##### Compliance officer

Mr. Aagat Singh, has resigned from the Position of Company Secretary w.e.f, 1st October and in his Place Mr. Gagan Mahajan has been appointed as Company Secretary w.e.f, 1st October.

Mr. Gagan Mahajan Company Secretary and Compliance Officer of the Company is responsible for complying with requirements of Securities Laws and Listing Agreements with Stock Exchanges.

## 5. INDEPENDENT DIRECTOR'S MEETING

During the year under review, the Independent Directors met on 15th March, 2022, inter alia, to discuss:

- Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole.
- Evaluation of performance of the Chairman of the Company, taking into account the views of Executive & Non-Executive Directors.
- Evaluation of 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.

## 6. GENERAL BODY MEETINGS

Details about Annual General Meetings held in last three years

For the Year	Venue	Day, Date & Time	Special Resolution *
2018-19	Hotel Capitol Hills, C-42, Greater Kailash, Part-I, New Delhi- 110048	Wednesday, 25th September, 2019 at 11:30 A.M.	Nil
2019-20	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	Tuesday, 29th September, 2020 at 11:30 A.M.	Nil
2020-21	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	Thursday, the 30th day of September, 2021 at 11:30 A.M.	Nil

## 7. MEANS OF COMMUNICATION

The quarterly, half yearly and annual results were published in Business Standard (English, Edition) and Business Standard (Hindi Edition). The Company is also maintaining a functional website <https://www.megacorppltd.com>, wherein all the communications are updated including the quarterly financial results of the Company. The Annual reports containing the Audited Annual Accounts, Auditors' Reports, Boards' Report, the Management Discussion and Analysis Report forming part of Boards' Report and other material information are circulated to the members and others entitled thereto. Annual Reports of the Company are emailed to all shareholders who have provided their email IDs in the records of the Depository. All the disclosures and communications to be filed with the Stock Exchanges were submitted through e-filing platform/ email and there were no instances of non-compliances.

**As a matter of policy, the company will display the official news release at its website, whenever applicable. There were no instances during the year, which requires the company to make any presentation before institutional investor or to the analyst.**

## 8. GENERAL SHAREHOLDER INFORMATION

The Company is registered in the New Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is L65100DL1985PLC092375. The Company being Systemically Important Non-Deposit Taking NBFC is registered with Reserve Bank of India.

### A) Annual General Meeting

**Day, Date and Time:** Saturday the 24th Day of September 2022, at 11:30 a.m.

### B) Financial Year—01st April, 2021 to 31st March, 2022

### C) Dividend Payment Date

No dividend has been recommended for the year ended 31st March, 2022.

### D) Listing at Stock Exchanges



**EQUITY SHARES**

Sr. No.	Name of Stock Exchange	Stock Code/Symbol
1.	The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001	531417
2.	The Delhi Stock Exchange Ltd. 3/1, DSE House, Asaf Ali Road, New Delhi – 110002	N.A.

**Delhi Stock Exchange has been derecognized w.e.f. 19th November, 2014 vide SEBI order.**

Listing Fee for the year 2021-22 has been paid to Bombay Stock Exchange.

**E) Stock Code -- ISIN – INE804B01023****F) Market Price Data: High Low for the period April 2021 to March 2022**

Month	Low	High
April, 2021	0.800	0.980
May, 2021	0.790	0.900
June, 2021	0.750	1.570
July, 2021	1.170	1.950
August, 2021	1.110	1.760
September, 2021	1.150	1.530
October, 2021	1.190	1.370
November, 2021	1.160	1.710
December, 2021	1.410	3.600
January, 2022	3.610	5.410
February, 2022	2.170	4.990
March, 2022	2.010	3.310

Source: BSE Portal

**\*\*The Company was placed in Stage VI of the Graded Surveillance Measure as one of the Suspected Shell Company by Securities & Exchange Board of India (SEBI) vide their letter dated 07th August, 2017 bearing no. SEBI/HO/ISD/ISD/OW/P/2017/18183.**

**G) Performance in comparison to broad based indices such as BSE Sensex, CRISIL Index, etc.: Not Applicable.**

**H) REGISTRAR & SHARE TRANSFER AGENTS:**

Pursuant to the SEBI directive, the Company has appointed M/s Link Intime India Pvt. Ltd. as Share Transfer Agent for maintaining all the work related to share registry in terms of both physical and electronic form. Shareholders can communicate with them for lodgment of transfer deeds and their queries at the following address:

**M/s Link Intime India Pvt. Ltd**

Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block,

Near Savitri Market, Janakpuri, New Delhi-110058

Phone No.: +91 11 49411000, 41410593 & 94, Fax: +91 11 4141 0591

Email: delhi@linkintime.co.in

**I) SHARE TRANSFER SYSTEM:**

Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within 15 days. The Executives of the Registrar are empowered to approve transfer of shares and debentures and other investor related matters. Grievances received from

investors and other miscellaneous correspondence on change of address, mandates, etc. are processed by the Registrars within 15 days. The following compliances pertain to share transfers, grievances, etc.:

- (1) Pursuant to Regulation 7(3) of the SEBI Listing Regulations, certificates are filed with the stock exchanges on half yearly basis by the Compliance Officer and the representative of the Registrar and Share Transfer Agent for maintenance of an appropriate share transfer facility.
- (2) Pursuant to Regulation 13(2) of the SEBI Listing Regulations, a statement on the pending investor complaints is filed with the stock exchanges and placed before the Board of Directors on a quarterly basis.
- (3) A Company Secretary-in-Practice carries out a Reconciliation of Share Capital Audit on a quarterly basis to reconcile the total admitted capital with depositories viz National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).
- (4) Pursuant to Regulation 61(4) read together with Regulation 40(9) of the SEBI Listing Regulations, a Certificate by the Company Secretary-in-Practice is filed with the stock exchanges within one month from the end of each half of the financial year, certifying that all certificates are issued within thirty days of the date of lodgement for transfer, subdivision, consolidation, renewal, exchange or endorsement of calls/ allotment monies.

#### Shareholding Pattern as on 31st March, 2022

Category	No. of Shares held	% of Shareholding
<b>A. PROMOTERS</b>		
Promoter and Promoter Group	5,18,61,464	51.86%
<b>B. PUBLIC</b>		
Bodies Corporate	-	-
Individuals holding nominal share capital upto 2 lakh	2,14,18,764	21.42%
Individuals holding nominal share capital in excess of 2 lakh	1,32,38,431	13.24%
Others	1,34,81,341	13.48%
<b>Total</b>	<b>10,00,00,000</b>	<b>100%</b>

#### J) Distribution of Shareholding as on 31st March, 2022

Category	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
1 to 500	11096	67.1021	1615630	1.6156
501 to 1000	2219	13.4192	1954829	1.9548
1001 to 2000	1282	7.7528	2066906	2.0669
2001 to 3000	544	3.2898	1427914	1.4279
3001 to 4000	229	1.3849	840588	0.8406
4001 to 5000	346	2.0924	1684601	1.6846
5001 to 10000	441	2.6669	3475272	3.4753
10001 to 9999999999	379	2.292	86934260	86.9343
<b>TOTAL :</b>	<b>6920</b>	<b>100</b>	<b>100000000</b>	<b>100</b>

#### K) Dematerialization of shares:

The Company has arrangements with both National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to establish electronic connectivity of our shares for scripless trading 97.50 % of shares of the Company were held in dematerialized form as on 31st March, 2022.

#### L) Outstanding GDR'S/ADR's/ Warrants or any Convertible instruments, conversion date and likely impact on equity.

There are no Outstanding GDR'S/ADR's/ Warrants or any Convertible instruments.

**M) Commodity price risk or foreign exchange risk and hedging activities**

Not Applicable

**N) Plant Location**

The Company does not carry any manufacturing activity. However, it mainly operates from its registered office the address of which is given above.

**O) Address for correspondence:**

**Mega Corporation Limited**

Registered Office: NSIC Complex, Maa Anadmayee Marg, Okhla Industrial Estate, Phase-III, New Delhi-110020

**9. OTHER DISCLOSURES**

1. Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.

During the period under review, the company had not entered into any material transaction with any of its related party. None of the transactions with any of related parties were in conflict with the company's interest. All related party transactions are on arm's length basis and are intended to further the company's interest.

2. Details of non-compliance by the company, penalties and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There has been no non-compliance by the Company nor were any penalties or strictures imposed on the Company by Stock Exchanges, SEBI or any other statutory authority on any matter related to capital markets during the last three years.

3. Whistle Blower policy and affirmation that no personnel have been denied access to the audit committee.

Your Company has formulated a Whistle Blower Policy in compliance with Companies Act, 2013 and SEBI LODR as part of vigil mechanism of the Company. There is graded reporting structure under the Policy and also provides provision for direct access to Chairman of Audit Committee. Board of Directors affirms that no personnel have been denied access to the audit committee.

4. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As regard the non-mandatory requirements, Company tries to implement them to the extent possible.

5. Web link where policy for determining 'material' subsidiaries is disclosed;

At present, your Company does not have a Material Subsidiary, so no policy for determining material subsidiary is required to be disclosed on the website of the company.

6. Disclosure of commodity price risks and commodity hedging activities

Not Applicable

7. Company has complied with the corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. Company try to adopt the discretionary requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**General**

A certificate duly signed by the Chief Financial Officer and Whole Time Director relating to financial statements and internal controls and internal control systems for financial reporting as per the format provided in Part B of Schedule II of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 was placed before the Board, who took the same on record.

1. Profile and other information regarding the Directors being appointed/re-appointed as required under Regulations 36(3) of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 have been given in the Notice of the Annual General Meeting annexed to this Annual Report.

2. The Company follows a formal management policy and system of legal compliance and reporting to facilitate periodical review by the Board of compliance status of laws applicable to the company and steps taken to rectify non-compliance, if any.
3. The Company's senior management has confirmed to the Board of Directors that they do not have any personal interest related to its material, financial and commercial transactions that may have a potential conflict with the interests of the Company at large.
4. Declarations by the Chief Financial Officer regarding compliance by board members and senior management personnel with the company's code of conduct  

Mr. Surendra Chhalani, Chief Financial Officer of the Company has furnished the requisite declaration affirming compliance with the Code of Conduct by the board members and senior management personnel, for the financial year ended 31st March, 2022, which is attached with the report.
5. The company has complied with all the Accounting Standards applicable to the company.
6. The company has not come out with any Public Issue / Preferential Issue in the Financial Year 2021-22.
7. Certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is attached herewith as part of Annual Report.

**For and on behalf of the Board of Directors**  
**Mega Corporation Limited**

**Sd/-**  
**(Surendra Chhalani)**  
**Director and CFO**  
**Din: 00002747**

**Sd/-**  
**(Kunal Lalani)**  
**Director**  
**Din: 00002756**

**Sd/-**  
**(Gagan Mahajan)**  
**Company Secretary**  
**Mem No: A34028**

**Place: New Delhi**

**Date: 31st August, 2022**

## Management's Discussion & Analysis of Financial Condition and Results of Operations

### 1. Global Economic Review

After the challenging 2020, the global economy started with a note of optimism as vaccination drive started rolling out across the globe and resumption of economic activities. However, the onset of newer variants and the related challenges like disruptions in global supply chain kept the economy in tenterhooks. According to the April 2022 WEO report by IMF, the global economy achieved a growth of 6.1% compared to de-growth of 3.5% in CY 2020. The strength of the recovery was observed to vary significantly across countries, depending on access to medical interventions, the effectiveness of policy support, exposure to cross-country spillovers, and structural characteristics of the economy. For example, advanced economies grew at an annual rate of 5.8% which was slower than Emerging and Developing economies, which grew at 6.8% in CY 2021. Among the important economic hubs of the world, India and China experienced the strongest recovery growing at an annual rate of 8.9% and 8.1% respectively. Another notable development during the year in the global economy was the rebound of international trade. According to the April WEO report by IMF, global trade volume recovery was sharper than output growth and it grew at an annual rate of 10.1% in CY 2021.

#### Outlook

The outbreak of a conflict between Ukraine and Russia is expected to trigger a significant slowdown in global economic growth in CY 2022. Apart from output slowdown, the conflict is expected to ramp up inflationary pressures on key commodities such as oil, natural gas, and wheat among others, which will hit vulnerable populations in low-income countries the hardest. According to a new study done by the National Institute of Economic and Social Research, the war has led to a 30% increase in oil prices, a 90% increase in European gas prices, and a 17% increase in food prices. On the other hand, policy rate hikes by key central banks across the world to tame inflation is expected to lower the economic growth. Global growth is projected to slow from an estimated 6.1 percent in 2021 to 3.6 percent in 2022 and 2023.

### 2. Indian economic Review

The Indian economy started FY2021-22 with a somber note owing to the spread of the delta variant which had a much sharper impact on the health of the population. The resultant restrictions, albeit localized, lowered the recovery pace during the first quarter of the financial year under review. After a de-growth of 6.6% in FY2020-21, the Indian economy reported a growth of 8.7%. The easing of COVID-related restrictions, accelerated vaccination campaign, and a strong policy response from the Government of India and the reserve bank were critical in ensuring this recovery. The RBI continued to maintain an accommodative stance throughout the year, aiding the recovery process. However, the growth stunted towards the second half of the year, largely driven by the global supply chain disruptions and an inflationary environment, driven by the steep increase in crude and other commodity prices.

#### Outlook

As per the latest estimates by CRISIL, India's Gross Domestic Product ('GDP') is expected to report a growth of 7.3% in FY 2022-23, in line with the RBI's expectation of 7.2% Real Growth. This growth is despite private consumption and investment being impacted by higher oil and commodity prices, elevated freight prices, and drag on exports with lower global growth projections. The growth projections face downsides risks emanating from the increased duration of the war as well as growing inflation.

### 3. Industry Review

India has a diversified financial sector consisting of commercial banks, insurance companies, non-banking financial companies, housing finance companies, cooperatives, pension funds, mutual funds, and other smaller financial entities. The financial services industry plays an important role in ensuring the efficiency of capital allocation and driving high-return investments. In addition, the industry plays an important role in enabling more people to have access to capital. Financial inclusion driven by RBI has expanded the target market to semi urban and rural areas. NBFCs especially those catering to the urban and rural poor namely NBFC-MFIs and Asset Finance Companies have a complementary role in the financial inclusion agenda of the country. The financial services sector is expected to rapidly grow this decade driven by rising incomes and heightened government focus on financial inclusion and digital adoption – India's digital payments could pass \$1 trillion by 2030.

#### Growth Drivers:

- Shift to better financial asset class by investors Important drivers of growth in the financial sector can be attributed to the rise in the personal wealth of the average Indian. According to new world wealth, the total private wealth of



India stood at `8,893 billion and there were 357,000 HNIs in 20221. Given India's status as the fastest growing major economy in the world, the creation of new wealth is expected to rise the demand for more and better financial services.

- Rise of technology The integration of technology with the operations of finance has been an important driver in increasing the reach of financial services. In addition, the Indian government's policy initiatives such as Jan Dhan Yojna and the integration of PAN and Aadhar are expected to further increase the share of savings in financial assets.

#### 4. NBFC Sector

Non-banking financial companies (NBFCs) are a crucial component of the Indian finance industry and serve the financial needs of less-banked population such as the unorganized section such as the micro, small and medium enterprises (MSMEs). NBFCs enjoy a competitive edge in their superior understanding of regional dynamics, well-developed collection systems, and personalized services in the drive to expand financial inclusion in India. Lower transaction costs, quick decision-making, customer orientation, and prompt provision of services have typically differentiated NBFCs from banks. As a result, over the last decade, the NBFCs have become an increasingly important part of the Indian financial services sector. According to the RBI, NBFCs have slowly, but steadily increased their credit to GDP ratio from 8.6% in 2013 to reach 13.7% in 2021.

#### DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirement of the Companies Act, 2013 and applicable Accounting Standards issued by the Institute of Chartered Accountant of India.

Particulars	Standalone	
	For the year ended March 31, 2022	For the year ended March 31, 2021
<b>INCOME:</b>		
Revenue from Operations	3,13,35,722	2,77,57,614
Other Income	(80,117)	6,77,108
<b>Total Revenue</b>	<b>3,12,55,605</b>	<b>2,84,34,722</b>
<b>EXPENSES:</b>		
Impairment on Financial Instruments Trade	2,37,831	20,63,292
Employee Benefits Expense	21,22,334	23,09,149
Interest and Finance Costs	2,05,35,325	1,61,44,561
Depreciation and Amortization	35,54,636	35,54,456
Other Expenses	23,69,748	22,67,438
<b>Total Expenses</b>	<b>3,06,45,335</b>	<b>2,42,75,604</b>
<b>Profit From Operation Before Exceptional Item &amp; Tax :</b>	<b>6,10,270</b>	<b>41,59,118</b>
Exceptional Item	-	-
<b>Profit From Operation Before Tax :</b>		
Less: Tax Expenses:		
- Earlier Year	-	82,04,971
- Current Year	-	-
- Mat entitlement	-	-
- Deferred Tax Charge / (Credit )	(9,94,102)	(11,47,852)
<b>Profit/(Loss) for the Year before adjustment of Minority Interest</b>	<b>(16,04,371)</b>	<b>(28,98,001)</b>
Less: Minority Interest	-	-
<b>Net Profit/(Loss) for the Year</b>	<b>(16,04,371)</b>	<b>(28,98,001)</b>

## SWOT Analysis of NBFC sector

### i) Strength

- (a) Diversification:- Regulatory restrictions NBFCs offer a wide range of financial products and services including personal loans, commercial vehicle finance, housing loans, infrastructure finance, gold loans, microfinance, money transfer, insurance, education funding, and many more customized finance solutions. The diversity of products and services offered enables them to focus on under-served populations of the economy, and create a niche market for themselves.
- (b) Technology Adoption:- The recent few years have seen the emergence of integration of the NBFCs business operations with technology, to bring in productivity and efficiency. This enables companies operating in this space to offer simple, efficient, and cost-effective services such as credit score calculation, customer onboarding, loan disbursement, and collection among others.

### ii) Weaknesses

- (a) The informal nature of the NBFC sector increases its regulatory risk. One of the ways this increased regulatory risk can be observed is the frequency of regulatory changes brought in by the RBI. For example, on April 19 2022, RBI issued guidelines for loans and advances by NBFCs and the disclosures they are required to make under a scale-based regulatory framework. A consequence of frequent regulatory changes are compliance costs that are borne by individual NBFCs, which reduces their ability to be competitive and protect their margins.

### iii) Opportunity Threats

- Increased penetration in the MSME segment with better integration of technology into business models
- Synergistic alliance with FinTech to increase market penetration.
- Development of more sophisticated financial products and services to serve the needs of the customer.
- Tapping into the fast-growing e-commerce segment
- Diversify assets by targeting new profitable segments and developing the capabilities required to serve the segments.
- A new wave of entrepreneurship creating a new demand for capital and financial services from NBFCs

### iv) Threats

- High cost of funds
- Inferior credit profile of borrowers
- Restrictions on deposit-taking NBFCs

## RISK MANAGEMENT

Your Company, in pursuit of its business objectives, is exposed to certain risks such as credit risk, market risk, liquidity risk and operational risk. These risks have the potential of impacting the financial strength, operations and reputation of your Company. Keeping this in mind, your Company has a Board-approved Risk Management Framework in place. The effectiveness of this framework is supervised periodically by the Management. The hallmark of your Company's Risk Management function can be attributed to its independence from the business with the convergence only at the MD & CEO level, to provide guidance during challenges, underscore oversight and balance the risk/reward decisions.

Your Company's risk appetite sets out the desired forward looking risk profile and provides an objective base to guide strategic decision-making. This helps ensure that planned business activities provide an optimised balance of return for the risk assumed, while remaining within acceptable risk level. The Management reviews your Company's risk appetite on a quarterly basis to make sure it remains fit for purpose.

## INTERNAL CONTROL

The Company has well-defined internal control systems commensurate with the size and industry in which it operates. The internal control framework is aimed at ensuring reliable and timely financial reporting and management information, safeguarding of assets and efficient conduct of business. These internal controls endorse ethical behaviour, sound corporate governance and effective risk management.

The Company has also adopted an Internal Financial Control framework in line with section 134(5)(e) of the Companies Act, 2013 for ensuring the orderly conduct of its business, including adherence to the Company's policies, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of financial information.

The Company has appointed M/s Vikash Gupta & Co. a Company Secretary firm as the Internal Auditor, for verifying the efficacy and effectiveness of internal financial controls as well as conducting an internal audit covering all business verticals. The internal audit function independently reviews the crucial areas based on audit plans, which are then examined and approved by the Audit Committee. These audit plans are formulated on the basis of a risk evaluation exercise to determine the critical areas which need to be reviewed. The internal audit findings are periodically reviewed by the Audit Committee of the Board. Corrective actions are, thereafter, suggested and are implemented by the process owner across the relevant functional areas to continuously strengthen the internal control framework.

#### **AS HEALTH SAFETY AND PANDEMIC RISK**

In addition to serious implications for people's health and the healthcare services, coronavirus (COVID-19) is having a significant impact on the world-wide economy including India in terms of business growth and business models. The disruption has pushed the financial sector to adopt digital model for sustenance and growth. The company has been proactive enough to switch over to fully digital mode since the Covid-19 ensuring employees the best health safety measures and uninterrupted service to the stakeholders. However, the performance of the company be impacted in future because of the lasting effect of this disruption on the economy.

#### **COMPLIANCE**

Mega Corporation Limited observes compliance practices of the highest standard. The Compliance team closely monitors RBI and other notifications on NBFC's with special attention to those relevant to the Company. The Company follows all prudential norms laid down for NBFCs and submits all mandatory returns and statements in time. The Company has put in place a robust framework of internal controls that include precise delegation of authority and Standard Operating Processes which are available in all business segments and functions. The Company follows a practice of monitoring various internal control functions in-house as well as through external auditors whenever required or mandated. The Company also reviews risk management processes on a regular basis and documents the results.

#### **HUMAN RESOURCES**

Mega Corporation prides itself in having a work culture that is transparent, solution-centric and growth oriented. The global pandemic had tested our resilience, bringing with it a lot of 'firsts' and we swiftly adapted to the 'new normals'. Given our high focus on digital transformation, our transition to remote working was seamless during times of the lockdown and disruptions. We moved many processes to the digital platform that not only engages employees more effectively but also helps our businesses to move up the curve faster.

At Mega Corporation we believe that our people are our biggest assets. The workforce at our Company has a right blend of youth & experience and the success of our organisation is based on the capability, passion & integrity of our people. There is a high premium placed on internal growth which has enabled us to have a stable mid and senior management team over the last many years. Your Company conducts an array of online engagement activities (given the Covid background), encourage our employees to acquire newer skills and create platforms to interact with peers across the country that enables growth by sharing of best practices and learnings. Your Company continues to attract and retain talent that focuses on sustained superior performance, provide them opportunities to learn, realise their true potential and contribute positively to the success of the Company. Our Senior Leadership Team, from time to time, shares the strategy and vision for the company through virtual town-halls that ensures that our employees are always cognizant of what is happening in the Company, thereby encouraging an interactive and engagement driven work culture.

**For and on behalf of the Board of Directors**  
**Mega Corporation Limited**

**Sd/-**  
**(Surendra Chhalani)**  
**Director and CFO**  
**Din: 00002747**

**Sd/-**  
**(Kunal Lalani)**  
**Director**  
**Din: 00002756**

**Sd/-**  
**(Gagan Mahajan)**  
**Company Secretary**  
**Mem No: A34028**

**Place: New Delhi**

**Date: 31st August, 2022**

**Particulars of Employees****DETAILS OF TOP EMPLOYEES IN TERMS OF REMUNERATION DRAWN AS PER PROVISIONS OF SECTION 197(12) OF THE ACT READ WITH RULES 5(2) AND 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

S. No	Name and Age of the Employee	Designation of the Employee	Remuneration Received (Amount in Rs.)	Nature of employment whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	The percentage of equity shares held by the employee within the meaning of clause (iii) of sub-rule (2) of rule 2 of Companies (Appointment and Remuneration) Rules, 2014	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
1	Surendra Chhalani 63 years	Director & CFO	6,95,000	Non Contractual	Graduate	27.03.1998	Nil	N.A.
2	Aagat Singh 28 years	Company Secretary	2,64,566	Non Contractual	Company Secretary	Resigned on 01.10.2021	Nil	N.A.
3	Gagan Mahajan 28 years	Company Secretary	3,35,000	Non Contractual	Company Secretary	01.08.2021	Nil	N.A.

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Name of Director/KMP and designation	Remuneration Of Director/KMP for financial year 2021-22	Ratio of remuneration of each Director/KMP to median remuneration of employees	% increase in Remuneration of each director CFO, CEO, CS or Manager
Surendra Chhalani (Director & CFO)	6,95,000	1:036	Nil
Aagat Singh (Company Secretary)	2,64,566	1:046	Nil
Gagan Mahajan (Company Secretary)	3,35,000	1:0.95	Nil

Mr. Aagat Singh, resigned from the Position of Company Secretary w.e.f, 1st October 2021.

**The percentage increase in remuneration of Key Managerial Personnel (KMP) in the financial year and comparison of the remuneration of each Key Managerial Personnel (KMP) against the performance of the Company: NIL**

**The Number of permanent employees on the rolls of company:**

There are Three (3) regular employees on the rolls of Company as on 31st March, 2022.

**A. The explanation on the relation between average in remuneration and Company performance:**

There was no increase in the salaries of employees and managerial personnel in the financial year under review.

**B. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Since there is no increase in the remuneration of Director/Key Managerial Personnel and any employee of the company, therefore percentile calculation is not required.

**C. The key parameters for any variable component of remuneration availed by the Directors:**

None.

**D. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:**

None.

**E. Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms that remuneration is as per the remuneration policy of the Company's.

For and on behalf of the Board of Directors  
Mega Corporation Limited

Sd/-  
(Surendra Chhalani)  
Director and CFO  
Din: 00002747

Sd/-  
(Kunal Lalani)  
Director  
Din: 00002756

Sd/-  
(Gagan Mahajan)  
Company Secretary  
Mem No: A34028

Place: New Delhi

Date: 31st August, 2022

## NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

### A. Definitions

1. **“The Policy”** means Nomination and Remuneration Policy.
2. **“The Board”** means Board of Directors of the Company.
3. **“The Act”** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
4. **“The Committee”** means the Nomination and Remuneration Committee of the Company as constituted by the Board, in accordance with the Act and applicable listing agreements and/or regulations.
5. **“Directors”** means Directors of the Company.
6. **“Independent Director”** means a Director appointed as such in accordance with the requirements laid down by the Companies Act, 2013 and applicable rules and regulations of Clause 49 of the Listing Agreement, including amendments thereto.
7. **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;
8. **“Key Managerial Personnel”** means:
  - i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
  - ii) Chief Financial Officer;
  - iii) Company Secretary; and
  - iv) Such other officer as may be prescribed.
9. **“Senior Managerial Personnel”** mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 and Rules made there under as amended from time to time shall have the meaning respectively assigned to them therein.

### B. Objective

Nomination and Remuneration Committee of the Board shall recommend this policy to the Board, relating to the remuneration of the Directors, key Managerial Personnel and other employees. The object of this policy is to ensure that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and 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.

### C. Appointment and Removal of Director, Key Managerial Personnel and Senior Management

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.



- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

**D. Term /Tenure of a Director**

**1. Managing Director/Whole-Time Director**

The Board shall appoint any person as a Managing Director and CEO or Whole-Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term.

**2. Independent Director**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

**E. Evaluation**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

**F. Removal**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

**G. Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**H. Policy for Remuneration to Directors/ KMP/ Senior Management Personnel**

**1. Remuneration to Executive Directors**

The Remuneration to be paid to Executive Directors shall be governed as per provisions of the Companies Act, 2013 and Rules made there under. The same shall be determined by the Committee and recommended to Board for approval.

- i. Remuneration structure of the Executive Directors shall include following components:
  - a. Fixed Pay
  - b. Perquisites and allowances
  - c. Commission
  - d. Stock options
- ii. The Committee may recommend an increase in existing remuneration structure to the Board, within the limits as approved by shareholders.
- iii. Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Directors in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

**2. Remuneration to Non-Executive/Independent Directors**

The Remuneration to be paid to Non-Executive/Independent Directors shall be governed as per provisions of the Companies Act, 2013 and Rules made there under. The same shall be determined by the Committee and recommended to Board for approval.

i. Commission-based payment

Non-Executive/ Independent Directors of the Company may be paid an amount not exceeding one percent of the net profits of the Company in terms of provisions of the Companies Act, 2013 and Rules made there under as amended from time to time, and as approved by the shareholders.

ii. Sitting fee

Non-Executive/ Independent Directors of the Company shall be paid a sitting fee for attending the Board as well as the Committee meetings as per the Companies Act, 2013 and Rules made there under as amended from time to time.

iii. Employee Stock Options (ESOP)

An Independent Director shall not be entitled to stock option of the Company, if any.

iv. Pension

The Board of Directors of the Company are not covered by any pension scheme or any defined benefit pension scheme.

v. Reimbursement of expenses

The Company shall reimburse the Directors all traveling, hotel, and other incidental expenses properly and reasonably incurred by them in the performance of duties as per provisions of the Companies Act, 2013 in conjunction with the Company rules and policies.

### 3. Remuneration of Key Managerial Personnel (KMP) and Senior Management Personnel

Remuneration of KMP's (excluding the Managing Director and Executive Director, which is already covered above) and senior management personnel shall be reviewed /decided on a bi-annual basis, or earlier if deemed necessary, by the Nomination and Remuneration Committee.

The Remuneration shall consist of the following components:

- Fixed remuneration
- Variable pay
- Incentives if any
- Employee Stock Options (ESOP)
- Reimbursement of expenses

#### I. Policy Review

This Policy is purely at the discretion of the Nomination and Remuneration Committee and it reserves its right to recommend modifications in this Policy to the Board, as per applicable laws and regulations, at any time without assigning any reason whatsoever.

## FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2022 which were not at arm's length basis.

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

The material transactions entered into by the company with related party were at arm's length price and are in the normal course of the business of the company.

For and on behalf of the Board of Directors  
Mega Corporation Limited

Sd/-  
(Surendra Chhalani)  
Director and CFO  
Din: 00002747

Sd/-  
(Kunal Lalani)  
Director  
Din: 00002756

Sd/-  
(Gagan Mahajan)  
Company Secretary  
Mem No: A34028

Place: New Delhi

Date: 31st August, 2022

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

As on Financial Year ended on 31st March, 2022

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

**I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	L65100DL1985PLC092375
2.	Registration Date	26th March, 1985
3.	Name of the Company	Mega Corporation Limited
4.	Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
5.	Address of the Registered office & contact details	NSIC Complex, Maa Anandmayee Marg, Okhla Industrial Estate, Phase III, New Delhi-110020 Email Id: cs@megacorppltd.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>M/s Link Intime India Pvt. Ltd.</b> Reg Off.: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai 400083 Phone No.: 022 - 4918 6270  <b>Corp Off:</b> Noble Heights, 1st Floor, Plot No. NH 2 LSC, C-1 Block, Near Savitri Market, Janak Puri, New Delhi-110058 Phone No.: 011 - 4941 1000, Fax: 011 - 4141 0591 Email: delhi@linkintime.co.in, rnt.helpdesk@linkintime.co.in

**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 and Description of main products / services	NIC Code of the Product /service	% to total turnover of the company
1.	NBFC Activity	641	98.79%

**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
1.	NIL	---	---	---	---

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

Category-wise Share Holding:

Sr No	Category of Shareholders <sup>a</sup>	Shareholding at the beginning of the year - 2021				Shareholding at the end of the year - 2022				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	6293746	0	6293746	'6.2937	5600586	0	5600586	'5.6006	'-0.6931
(b)	Central Government / State Government(s)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Financial Institutions / Banks	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Any Other (Specify)									
	Bodies Corporate	48018349	0	48018349	'48.0183	46260878	0	46260878	'46.2609	'-1.7574
	Sub Total (A)(1)	54312095	0	54312095	'54.3121	51861464	0	51861464	'51.8615	'-2.4506
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0	0	0	0	'0.0000	'0.0000
(b)	Government	0	0	0	0	0	0	0	'0.0000	'0.0000
(c)	Institutions	0	0	0	0	0	0	0	'0.0000	'0.0000
(d)	Foreign Portfolio Investor	0	0	0	0	0	0	0	'0.0000	'0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0	0	0	0	'0.0000	'0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	54312095	0	54312095	'54.3121	51861464	0	51861464	'51.8615	'-3.3950
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0	0	0	0	'0.0000	'0.0000
(b)	Venture Capital Funds	0	0	0	0	0	0	0	'0.0000	'0.0000
(c)	Alternate Investment Funds	0	0	0	0	0	0	0	'0.0000	'0.0000
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	'0.0000	'0.0000
(e)	Foreign Portfolio Investor	0	0	0	0	0	0	0	'0.0000	'0.0000
(f)	Financial Institutions / Banks	0	0	0	0	0	0	0	'0.0000	'0.0000
(g)	Insurance Companies	0	0	0	0	0	0	0	'0.0000	'0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	0	0	0	0	'0.0000	'0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	0	0	0	0	0	0	0	'0.0000	'0.0000
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	14252391	65622	14318013	'14.3180	19757793	64622	19822415	'19.8224	'5.5044
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	15116108	2439000	17555108	'17.5551	12395780	2439000	14834780	'14.8348	'-2.7203

Sr No	Category of Shareholders <sup>a</sup>	Shareholding at the beginning of the year - 2021				Shareholding at the end of the year - 2022				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(b)	NBFCs registered with RBI	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Any Other (Specify)									
	Hindu Undivided Family	788705	0	788705	'0.7887	495761	0	495761	"0.4958	"-0.2929
	Non Resident Indians (Non Repat)	45315	0	45315	'0.0453	79265	0	79265	"0.0793	"0.0340
	Non Resident Indians (Repat)	115738	0	115738	'0.1157	180029	0	180029	"0.1800	'0.0643
	Body Corp-Ltd Liability Partnership	0	0	0	0	115399	0	115399	"0.1154	"0.1154
	Clearing Member	50998	0	50998	'0.0510	126358	0	126358	"0.1264	"0.0754
	Bodies Corporate	12813028	1000	12814028	'12.8140	12483529	1000	12484529	"12.4845	'-0.3295
	Sub Total (B)(3)	46577283	2505622	49082905	'49.0829	45633914	2504622	48138536	"48.1385	"-0.9444
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	46577283	2505622	49082905	'49.0829	45633914	2504622	48138536	"48.1385	"-0.9444
	Total (A)+(B)	97494378	2505622	100000000	'100.0000	97495378	2504622	100000000	'100.0000	'0.0000
(C)	Non Promoter - Non Public									
	(C1) Shares Underlying DRs									
[1]	Custodian/DR Holder	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	(C2) Shares Held By Employee Trust									
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total (A)+(B)+(C)	97494378	2505622	100000000	'100.0000	97495378	2504622	100000000	'100.0000	

#### B) Shareholding of Promoter:

Sr No	Shareholder's Name	Shareholding at the beginning of the year - 2021			Shareholding at the end of the year - 2022			% change in shareholding during the year
		NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1	VIMI INVESTMENTS AND FINANCE PVT LTD	46573000	'46.5730	'0.0000	46260878	'46.2609	'0.0000	'0.3121
2	KUNAL LALANI	3395000	'3.3950	'0.0000	3395000	'3.3950	'0.0000	'0.0000
3	CRAYONS ADVERTISING PRIVATE LIMITED	1445349	'1.4453	'0.0000	0	0	'0.0000	'1.4453
4	HULAS MAL LALANI	786000	'0.7860	'0.0000	786000	'0.7860	'0.0000	'0.0000
5	VIMI LALANI	541000	'0.5410	'0.0000	541000	'0.5410	'0.0000	'0.0000
6	VARSHA BENGANI	500000	'0.5000	'0.0000	500000	'0.5000	'0.0000	'0.0000
7	HANSRAJ DEEPCHAND JAIN	453160	'0.4532	'0.0000	0	0	'0.0000	'0.4532
8	SEEMA LALANI	250000	'0.2500	'0.0000	250000	'0.2500	'0.0000	'0.0000
9	SMITA DHARIWAL	240000	'0.2400	'0.0000	0	0	'0.0000	'0.2400
10	MAYANK LALANI	128586	'0.1286	'0.0000	128586	'0.1286	'0.0000	'0.0000
	Total	54312095	'54.3121	'0.0000	51861464	'51.8614	'0.0000	'2.4506



**C) Change in Promoters' Shareholding (please specify, if there is no change): As Mentioned Below**

Particulars	Shareholding		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	77,39,095	'7.7390	77,39,095	'7.7390
Date wise Increase / Decrease in Shareholding during the year (Change in category of shareholder)	(21,38,509)	(2.1385)	(21,38,509)	(2.1385)
At the end of the year	56,00,586	'5.6005	56,00,586	'5.6005

**D) Shareholding Pattern of top ten Shareholders:**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2021		Transactions during the year		Cumulative Shareholding at the end of the year - 2022	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No of shares held	% of total shares of the company
1	FINELINE MERCANTILE CO PVT LTD	4785478	4.7855			4785478	4.7855
	AT THE END OF THE YEAR					4785478	4.7855
2	KUNAL LALANI	3395000	3.3950			3395000	3.3950
	AT THE END OF THE YEAR					3395000	3.3950
3	PANKAJ NARENDRA SHAH	2589768	2.5898			2589768	2.5898
	AT THE END OF THE YEAR					2589768	2.5898
4	EDC LIMITED	2000000	2.0000			2000000	2.0000
	AT THE END OF THE YEAR					2000000	2.0000
5	RIGHTSTAR TRADING CO PVT LTD	1919567	1.9196			1919567	1.9196
	AT THE END OF THE YEAR					1919567	1.9196
6	INTERLINK FINANCIAL SERVICES LTD.	1700000	1.7000			1700000	1.7000
	AT THE END OF THE YEAR					1700000	1.7000
7	RAJKISHOR SINGH	1517703	1.5177			1517703	1.5177
	AT THE END OF THE YEAR					1517703	1.5177
8	SANTOSH JAGTAP	1193000	1.1930			1193000	1.1930
	AT THE END OF THE YEAR					1193000	1.1930
9	HEMANT CHADHA	1000000	1.0000			1000000	1.0000
	AT THE END OF THE YEAR					1000000	1.0000
10	SANTOSH KRISHNA PAWAR	957740	0.9577			957740	0.9577
	AT THE END OF THE YEAR					957740	0.9577
11	PATRIC XESS	1078000	1.0780			1078000	1.0780
	Transfer			14 May 2021	(89987)	988013	0.9880
	Transfer			21 May 2021	(261339)	726674	0.7267
	Transfer			28 May 2021	(258877)	467797	0.4678
	Transfer			04 Jun 2021	(467797)	0	0.0000
	AT THE END OF THE YEAR					0	0.0000

**E) Shareholding of Directors and Key Managerial Personnel:**

Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year:				
1. Mr. Surendra Chhalani	2000	0.0020	2000	0.0020
2. Mr. Kunal Lalani	3395000	3.3950	3395000	3.3950
3. Mr. Surendra Kumar Pagaria	NIL	NIL	NIL	NIL
4. Mrs. Anisha Anand	NIL	NIL	NIL	NIL
5. Mr. Navratan Baid	NIL	NIL	NIL	NIL
6. Mrs. Abhilasha Lalani	NIL	NIL	NIL	NIL
7. Mr. Shurab Kumar	NIL	NIL	NIL	NIL
Date wise Increase/Decrease in Promoters Shareholding during the year				
Mr. Navratan Baid and Mr. Shurab Kumar (Ceased to be a director of the company)	-	-	-	-
At the end of the year:				
1. Mr. Surendra Chhalani	2000	0.0020	2000	0.0020
2. Mr. Kunal Lalani	3395000	3.3950	3395000	3.3950
3. Mr. Surendra Kumar Pagaria	NIL	NIL	NIL	NIL
4. Mrs. Anisha Anand	NIL	NIL	NIL	NIL
5. Mr. Navratan Baid	NIL	NIL	NIL	NIL
6. Mrs. Abhilasha Lalani	NIL	NIL	NIL	NIL
7. Mr. Shurab Kumar	NIL	NIL	NIL	NIL
8. Mr. Surendra Kumar Chhajer	NIL	NIL	NIL	NIL

**(V) INDEBTEDNESS**-Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	---	18,58,65,338	---	18,58,65,338
ii) Interest due but not paid	---	---	---	---
iii) Interest accrued but not due	---	---	---	---
Total (i+ii+iii)	---	18,58,65,338	---	18,58,65,338
Change in Indebtedness during the financial year				
* Addition	---	---	---	---
* Reduction	---	(63,14.838)	---	(63,14.838)
Net Change	---	(63,14.838)	---	(63,14.838)
Indebtedness at the end of the financial year				
i) Principal Amount	---	17,95,50,500	---	17,95,50,500
ii) Interest due but not due	---	---	---	---
iii) Interest accrued but not due	---	---	---	---
Total (i+ii+iii)	---	17,95,50,500	---	17,95,50,500

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-****A) Remuneration to Managing Director, Whole-time Directors and/or Manager:**

(Amount in Rs.)

S. No.	Particulars of Remuneration	Managing Director, Whole-time Directors and/or Manager	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit	NIL	NIL
	- others, specify...	NIL	NIL
5	Others, please specify (Special Allowance)	NIL	NIL
	Total (A)	NIL	NIL

**B) Remuneration to Other Director:**

(Amount in Rs.)

S. No.	Particulars of Remuneration	Surendra Chhalani (Executive Director)	Total Amount
1	Independent Directors	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL
	Commission	NIL	NIL
	Others, please specify	NIL	NIL
	Total (1)	NIL	NIL
2	Other Executive Directors	6,95,000	6,95,000
	Fee for attending board committee meetings	NIL	NIL
	Commission	NIL	NIL
	Others, please specify.	NIL	NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration	6,95,000	6,95,000

**C) Remuneration to Key Managerial Personnel other than MD/Manager/ WTD**

(Amount in Rs.)

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Company Secretary	CFO**	Company Secretary	
		Aagat Singh	Surendra Chhalani	Gagan Mahajan	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,64,566	NIL	3,35,000	5,99,566
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission				
	- as % of profit	NIL	NIL	NIL	NIL
	Others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	2,64,566	NIL	3,35,000	5,99,566

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. DIRECTORS					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C. OTHER OFFICERS IN DEFAULT					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

## CEO / CFO Certification

**The Board of Directors****Mega Corporation Limited**

NSIC Complex, Maa Anandmayee,  
Industrial Area, Okhla Pase-III,  
Delhi-110020

I Surendra Chhalani, Chief Financial Officer of Mega Corporation Limited to the best of my knowledge and belief, certify that:

1. We have reviewed the Balance Sheet as on 31st March, 2022, Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and a summary of the significant accounting policies and other explanatory information of the Company, and the Board's report for the year ended 31st March, 2022.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statement were made, not misleading with respect to the period covered by this report.
3. The financial statements and other financial information included in this report, present in all material respect a true and fair view of the Company's affairs, the financial condition, result of operations and cash flows of the Company as at and for the period presented in this report and are in compliance with the existing accounting standards and/or applicable laws and regulation.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsibility for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and we have:
  - a. Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the Company is made known to us by others particularly during the period in which this report is being prepared.
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Indian Accounting Standards (Ind AS).
  - c. Evaluate the effectiveness of the Company's disclosure, controls and procedures.
  - d. Disclosed in this report, changes, if any, in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected or is reasonably likely to materially effect, the Company's internal control over financial reporting.
6. We have disclosed, based on our most recent evaluation of the Company's internal over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board (and persons performing the equivalent functions):
  - a. Any deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data, and have confirmed that there have been no material weakness in internal controls over financial reporting including any corrective actions with regard to deficiencies.
  - b. Any significant changes in the internal controls during the year covered by this report.
  - c. All significant changes in accounting policies during the year, if any and the same have been disclosed in the notes to the financial statements.
  - d. Any instances of significant fraud of which we are aware, that involve the Management or other employees who have a significant role in the Company's internal control system.
7. We affirm that we have not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
8. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

Sd/-

**Place: New Delhi**

**Date: 31st August, 2022**

**Surendra Chhalani**  
**Chief Financial Officer**

## CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,

**The Members of Mega Corporation Limited**

(L65100DL1985PLC092375)

We have examined all relevant records of MEGA CORPORATION LIMITED for the purpose of certifying compliance of conditions of Corporate Governance as per para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 read with Regulation 34(3) of the said Listing Regulations (hereinafter, collectively referred to as the Listing Regulations) of the Company with stock exchanges in India for the Financial year ended on 31st March, 2022. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certification.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to the review of procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

On the basis of our review and according to the information and explanation given to us, the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations as applicable has been complied by the Company in all material respect.

**Place: New Delhi**

**Date: 30th August, 2022**

**Vikash Gupta & Company**  
**(Company Secretaries)**

**Sd/-**

**CS Vikash Gupta**

**CP No:-10785**

**M. No:-F9198**

**Peer Review Certificate No. 2097/2022**

**UDIN: F009198D000874581**



**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR  
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

**To The Members of Mega Corporation Limited**

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL  
WITH THE COMPANY'S CODE OF CONDUCT

In Compliance with Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Surendra Chhalani, Director & CFO of the Company, hereby declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct formulated by the Company for the financial year ended March 31, 2022 and there is no non-compliance thereof during the period under review.

**For MEGA CORPORATION LIMITED**

**Sd/-**

**(Surendra Chhalani)**

**Director and CFO**

**DIN: 00002747**

**House No. 246, Sector 31, Faridabad-121003**

**Place: New Delhi**

**Date: 31st August, 2022**

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF MEGA CORPORATION LIMITED**

#### **Report on the Audit of the Ind AS Financial Statements**

##### **OPINION**

We have audited the accompanying Ind AS financial statements of Mega Corporation Limited ("the Company"), which comprise the balance sheet as at 31st March 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022 and its profit/loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

##### **Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

##### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

##### **Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our 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.

##### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is 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.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, 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.
- 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 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 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.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 safeguards.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("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, Statement of Changes in Equity and the Statement of Cash Flows 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 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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 financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
- h) 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 disclosed pending litigations and the impact on its financial position - refer note 28 to the 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.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
  - v. No dividend have been declared or paid during the year by the company.

**For A G M S & CO**  
**Chartered Accountants**  
**Firm Registration No: 021141N**

**Sd/-**  
**CA Chunni Lal Golchha**  
**Partner**  
**M No. 080597**  
**UDIN: 22080597AJYBVT8837**

**Date: 30th May 2022**  
**Place: Vaishali, Ghaziabad**

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

We report that:

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) As explained to us, the company has no intangible assets therefore no comments are required whether the company is maintaining proper records showing full particulars of intangible assets;
- (b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
- (c) According to the information and explanations given by the management, there are no immovable properties, hence reporting whether the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, are not applicable to the company.
- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) As explained to us, the company has no inventories therefore no comments are required whether physical verification of inventory has been conducted at reasonable intervals by the management.
- (b) As explained to us, the company has no sanctioned working capital limits on the security of current assets therefore no comments are required whether the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) (a) Clause (iii) (a) is not applicable as the principal business of the company is to give loans.
- (b) According to the information and explanations given to us and the records produced before us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest.
- (c) The loans are repayable on demand on or before the agreed period. Tenure of loan can be mutually extended as well. Schedule of repayment of interest, as agreed, is regularly accounted for.
- (d) The total amount overdue for more than ninety days is Rs.12,03,945/- and reasonable steps have been taken by the company for recovery of the principal and interest.
- (e) Clause (iii) (a) is not applicable as the principal business of the company is to give loans.
- (f) The company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment:
  - Aggregate amount of loans or advances in the nature of loans given during the year is Rs.14,34,20,000/-.
  - Percentage thereof to the total loans granted is 100%.
  - Aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 is 3,45,20,000/-.
- (iv) In respect of loans, investments, guarantees, and security, provisions of sections 185 and 186 of the Companies Act have been complied with.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. Accordingly, the provisions of clause 3(v) of the order are not applicable.
- (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 148 of the Companies Act.
- (vii) (a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax,

service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2022 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute.

(viii) According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- (ix) (a) 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 loans or other borrowings or in the payment of interest thereon to any lender except following lenders.

Nature of borrowing, including debt securities	Name of lender	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
<b>As per annexure 1</b>					

- (b) According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;

(c) In our opinion and according to the information and explanations given by the management, the Company has not obtained any term loan therefore clause 3(ix) (c) of CARO, 2020 is not applicable whether term loan was applied for the purpose for which the loans were obtained.

(d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilised for long term purposes.

(e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,

(f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

- (x) (a) 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) during the year.

(b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

- (xi) (a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;

(b) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed therefore report under sub-section (12) of section 143 of the Companies Act is not applicable;

(c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company

- (xii) The company is not a Nidhi Company. Therefore, clause xii is not applicable on 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, where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards;

- (xiv)(a) According to the information and explanations given by the management, the company has an internal audit system commensurate with the size and nature of its business;



- (b) the reports of the Internal Auditors for the period under audit were considered by us.
- (xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) (a) In our Opinion and based on our examination, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and the registration has been obtained;
- (b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934,
- (c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.
- (xvii) Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been resignation of the statutory auditors during the year  
and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- (xix) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- (xx) Based on our examination, the provision of section 135 of Companies Act are not applicable on the company. Hence this clause is not applicable on the company.
- (xxi) The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

**For A G M S & CO**  
**Chartered Accountants**  
**Firm Registration No: 021141N**

**Sd/-**  
**CA Chunni Lal Golchha**  
**Partner**  
**M No. 080597**  
**UDIN: 22080597AJYBVT8837**

**Date: 30th May 2022**  
**Place: Vaishali, Ghaziabad**

## Report on Internal Financial Controls with reference to financial statements

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

We have audited the internal financial controls over financial reporting of Mega Corporation Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the 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 the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future

periods are subject to the risk that the internal financial control over financial reporting may 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, 2022, 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 A G M S & CO**  
**Chartered Accountants**  
**Firm Registration No: 021141N**

**Sd/-**  
**CA Chunni Lal Golchha**  
**Partner**  
**M No. 080597**  
**UDIN: 22080597AJYBVT8837**

**Date: 30th May 2022**  
**Place: Vaishali, Ghaziabad**

## BALANCE SHEET AS AT MARCH 31, 2022

		Amount in INR	
	Notes	As at 31 March 2022	As at March 31, 2021
<b>ASSETS</b>			
<b>1 Financial Assets</b>			
a. Cash and cash equivalents	3	88,87,255	16,80,305
b. Bank Balance other than (a) above		-	-
c. Derivatives Financial Instruments		-	-
d. Receivables	4		
(I) Trade Receivables		16,99,000	13,68,211
(II) Other Receivables		-	-
e. Loans	5	30,98,27,619	31,16,22,261
f. Investments	6	1,79,00,333	2,26,23,415
g. Other financial assets	7	20,000	21,000
<b>2 Non-Financial assets</b>			
a. Inventories		-	-
b. Current tax assets (net)	8	18,66,082	17,07,163
c. Deferred tax assets (Net)	9	87,19,537	77,25,435
d. Investment Property		-	-
e. Biological assets other than bearer plants		-	-
f. Property, Plant and Equipment	10	3,21,27,623	3,56,39,201
g. Capital work in Progress		-	-
h. Intangible assets under development		-	-
i. Goodwill		-	-
j. Other Intangible Assets		-	-
k. Other non-financial assets	11	7,17,16,973	7,25,52,240
<b>TOTAL ASSETS</b>		<b><u>45,27,64,422</u></b>	<b><u>45,49,39,230</u></b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>1 Financial liabilities</b>			
a. Derivative financial instruments			
b. Payables	12		
(I) Trade payables	12.1	-	-
(i) Total outstanding dues of micro enterprises and small enterprises			
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises			
(II) Other payables	12.2	4,91,262	3,58,528
(i) Total outstanding dues of micro enterprises and small enterprises			
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
c. Debt Securities			
d. Borrowings (Other than Debt Securities)	13	17,95,50,500	18,58,65,338
e. Deposits			
f. Subordinated Liabilities			
g. Other Financial liabilities	14	3,04,50,652	3,04,50,652
<b>2 Non-Financial liabilities</b>			
a. Current Tax liabilities (Net)		-	-
b. Provisions	15	43,45,171	22,59,551
c. Deferred Tax Liabilities (Net)		-	-
d. Other Non-Financial liabilities	16	3,56,894	3,16,508
<b>3 Equity</b>			
a. Equity share capital	17	10,00,00,000	10,00,00,000
b. Other equity	18	13,75,69,943	13,56,88,653
<b>Total Liabilities and Equity</b>		<b><u>45,27,64,422</u></b>	<b><u>45,49,39,230</u></b>

See accompanying notes to the condensed financial statements

The accompanying notes are integral part of the financial statements

In terms of our report attached

**For A G M S & CO**Chartered Accountants  
Firm Registration No. 021141N

Sd/-

**CA Chunni Lal Golchha**

Partner

M. No. 080597

UDIN: 22080597AJYBVT8837

Place: Vaishali, Ghaziabad

Date: 30/05/2022

**For and on behalf of the Board of Directors**Sd/-  
Surendra Chhalani  
Director & CFO  
DIN: 00002747Sd/-  
Kunal Lalani  
Director  
DIN: 00002756Sd/-  
Gagan Mahajan  
Company Secretary  
(ACS 34028)

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

		Amount in INR	
	Notes	Year Ended 31 March 2022	Year Ended March 31, 2021
<b>Revenue from operations</b>			
(i) Interest Income	19	3,08,78,280	2,71,81,114
(ii) Dividend Income		-	-
(iii) Rental Income	20	3,00,000	3,50,000
(iv) Fees and Commission Income		-	-
(v) Net gain on fair value changes		-	-
(vi) Net Gain on derecognition of financial instruments under amortised cost category		-	-
(viii) Sale of Services		1,57,442	2,26,500
(ix) Others		-	-
<b>(I) Total Revenue from operations</b>		<b>3,13,35,722</b>	<b>2,77,57,614</b>
<b>(II) Other income</b>	21	<b>(80,117)</b>	<b>6,77,108</b>
<b>(III) Total income (1+2)</b>		<b>3,12,55,605</b>	<b>2,84,34,722</b>
<b>Expenses</b>			
(i) Finance costs	22	2,05,35,325	1,61,44,561
(ii) Fees and Commission Expense			
(iii) Net gain on fair value changes			
(iv) Net Gain on derecognition of financial instruments under amortised cost category			
(v) Impairment on financial instruments	23	20,63,292	2,37,831
(vi) Cost of Material Consumed			
(vii) Purchase of Stock in Trade			
(viii) Changes in Inventories of finished goods, stock in trade and work in progress			
(ix) Employee benefits expense	24	21,22,334	23,09,149
(x) Depreciation, amortisation and impairment	10	35,54,636	35,54,456
(xi) Other expenses	25	23,69,748	20,29,607
<b>(IV) Total expenses</b>		<b>3,06,45,335</b>	<b>2,42,75,604</b>
<b>(V) Profit/(Loss) before exceptional item and tax (III - IV)</b>		<b>6,10,270</b>	<b>41,59,118</b>
<b>(VI) Exceptional item</b>			
<b>(VII) Profit before tax (V - VI)</b>		<b>6,10,270</b>	<b>41,59,118</b>
<b>(VIII) Tax expense:</b>			
Current tax		-	-
Deferred tax		(9,94,102)	(11,47,852)
Adjustment of tax relating to earlier period		-	82,04,971
Less : MAT credit entitlement		-	-
Total tax expense		<u>(9,94,102)</u>	<u>70,57,119</u>
<b>(IX) Profit/(Loss) for the period from continuing operations (VII - VIII)</b>		<b>6,10,270</b>	<b>41,59,118</b>
<b>(X) Profit/(Loss) for the period from discontinued operations</b>			
<b>(XI) Tax Expense of discontinued operations</b>			
<b>(XII) Profit/(Loss) for the period from discontinued operations after tax (X - XI)</b>			
<b>(XIII) Profit/(Loss) for the period (IX + XII)</b>			
<b>(XIV) Other comprehensive income</b>			
(A) (i) Items that will not be reclassified to profit and loss		-	-
(a) Changes in fair valuation of equity instruments		2,76,918	2,79,784
(b) Remeasurements of the defined benefit plans		-	-
(ii) Income tax relating to items that will not be reclassified to profit and loss	-	-	-
(iii) Income tax relating to items that will be reclassified to profit and loss		-	-
<b>Total other comprehensive income</b>		<b>2,76,918</b>	<b>2,79,784</b>
Changes in fair valuation of equity instruments			
Equity instruments through other comprehensive income		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-
<b>Total other comprehensive income (Net of Tax)</b>		<b>-</b>	<b>-</b>
<b>(XV) Total comprehensive income for the year (XIII + XIV)</b>		<b>18,81,290</b>	<b>(26,18,217)</b>
<b>(XVI) Earnings per equity share:</b>			
(Face value Rs. 1 per share)			
- Basic and diluted (Rupees)	27	0.02	(0.03)

The accompanying notes are integral part of the financial statements

In terms of our report attached

For A G M S &amp; CO

Chartered Accountants

Firm Registration No. 021141N

Sd/-

CA Chunni Lal Golchha

Partner

M. No. 080597

UDIN: 22080597AJYBVT8837

Place: Vaishali, Ghaziabad

Date: 30/05/2022

For and on behalf of the Board of Directors

Sd/-  
Surendra Chhalani  
Director & CFO  
DIN: 00002747

Sd/-  
Kunal Lalani  
Director  
DIN: 00002756

Sd/-  
Gagan Mahajan  
Company Secretary  
(ACS 34028)

# STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2022

Amount in INR

PARTICULARS	As on March 31, 2022	As on March 31, 2021
<b>1 Cash flow from operating activities :-</b>		
Profit for the year	6,10,270	41,59,118
<b>Adjusted for:</b>		
Depreciation and Amortisation expense	35,54,636	35,54,456
(Profit)/Loss on sale of fixed assets	-	-
MAT Credit adjusted to Retained Earnings	-	(38,71,748)
Dividend Received (Long Term Investments)	-	-
Balance written off	6,350	(6,28,767)
Impairment on financial instruments	20,63,292	2,37,831
<b>Operating Profit / (loss) before working capital changes</b>	<b>62,34,547</b>	<b>34,50,890</b>
<b>Changes in Assets and Liabilities</b>		
Adjusted for:		
(Increase)/ Decrease in trade receivables	(3,30,789)	(3,76,691)
(Increase)/ Decrease in loans	17,94,642	(5,90,81,061)
(Increase)/ Decrease in tax assets	(1,58,919)	(11,17,131)
(Increase)/ Decrease in other financial assets	1,000	-
(Increase)/ Decrease in other non financial assets	8,35,267	90,00,237
Increase/ (Decrease) in trade payables	1,32,734	35,250
Increase/ (Decrease) in other liabilities		34,207
Increase/ (Decrease) in provisions	62,713	3,74,724
<b>Cash generated from operations</b>	<b>85,71,195</b>	<b>(4,76,79,574)</b>
<b>Add: Amount received on merger of subsidiary company</b>		-
Less : Taxation paid /refund (net off)	-	(64,63,601)
<b>Net cash from operating activities</b>	<b>85,71,195</b>	<b>(5,41,43,175)</b>
<b>2 Cash flow from Investing activities</b>		
Purchase of fixed assets	(49,407)	(55,679)
Unrealised (Gain)/loss on fair valuation of financial instruments	-	(2,79,785)
Sale of investment (net of profit)	50,00,000	1,01,764
Purchase of Investment	-	(50,00,000)
Dividend received	-	-
Net cash used in investing activities	49,50,593	(52,33,700)
<b>3 Cash flow from financing activities</b>		
Proceeds from short-term borrowings	(63,14,838)	5,59,62,283
<b>Net cash used in financing activities</b>	<b>(63,14,838)</b>	<b>5,59,62,283</b>
Net (Increase/ Decrease) in Cash and Cash Equivalents	72,06,950	(34,14,592)
Cash and cash equivalent at the beginning of the year	16,80,305	50,94,897
Cash and cash equivalent at the end of the year	<b>88,87,255</b>	<b>16,80,305</b>

In terms of our report attached

## For A G M S & CO

Chartered Accountants

Firm Registration No. 021141N

Sd/-

**CA Chunni Lal Golchha**

Partner

M. No. 080597

UDIN: 22080597AJYBVT8837

Place: Vaishali, Ghaziabad

Date: 30/05/2022

## For and on behalf of the Board of Directors

Sd/-  
Surendra Chhalani  
Director & CFO  
DIN: 00002747

Sd/-  
Kunal Lalani  
Director  
DIN: 00002756

Sd/-  
Gagan Mahajan  
Company Secretary  
(ACS 34028)

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

## a. Equity Share Capital

Balance as at March 31, 2021	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at March 31, 2022
10,00,00,000	-	-	-	10,00,00,000

Balance as at March 31, 2020	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at March 31, 2021
10,00,00,000	-	-	-	10,00,00,000

## b. Other Equity

Particulars	Reserves and surplus		
	Retained earnings	Reserve Fund as per RBI Act	Total Other Equity
<b>Balance as at March 31, 2020</b>	<b>14,00,64,691</b>	<b>21,13,927</b>	<b>14,21,78,618</b>
Profit for the year	(28,98,001)	-	(28,98,001)
Other comprehensive income	2,79,784	-	2,79,784
	<b>(26,18,217)</b>	<b>-</b>	<b>(26,18,217)</b>
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	-	-	-
Amount of MAT credit lapsed due to opting for section 115BAA under Income Tax act 1956	(38,71,748)		(38,71,748)
<b>Balance as at March 31, 2021</b>	<b>13,35,74,726</b>	<b>21,13,927</b>	<b>13,56,88,653</b>
Profit for the year	16,04,371	-	16,04,371
Other comprehensive income	2,76,918	-	2,76,918
	<b>18,81,290</b>	<b>-</b>	<b>18,81,290</b>
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	(3,20,874)	3,20,874	-
Amount of MAT credit lapsed due to opting for section 115BAA under Income Tax act 1956	-	-	-
<b>Balance as at March 31, 2022</b>	<b>13,51,35,141</b>	<b>24,34,801</b>	<b>13,75,69,943</b>

The accompanying notes are integral part of the financial statements

In terms of our report attached

## For A G M S &amp; CO

Chartered Accountants  
Firm Registration No. 021141N

Sd/-  
**CA Chunni Lal Golchha**  
Partner  
M. No. 080597  
UDIN: 22080597AJYBVT8837  
Place: Vaishali, Ghaziabad  
Date: 30/05/2022

## For and on behalf of the Board of Directors

Sd/-  
Surendra Chhalani  
Director & CFO  
DIN: 00002747

Sd/-  
Kunal Lalani  
Director  
DIN: 00002756

Sd/-  
Gagan Mahajan  
Company Secretary  
(ACS 34028)



## NOTES TO THE FINANCIAL STATEMENTS

	As at 31 March 2022	As at March 31, 2021
<b>3. Cash and cash equivalents</b>		
a. Balance with banks		
- in current accounts	82,53,724	1,48,729
b. Cash on hand	6,33,531	15,31,577
c. Cheques, Drafts on hand	-	-
<b>Cash and cash equivalents as per balance sheet</b>	<b>88,87,255</b>	<b>16,80,305</b>
<b>Cash and cash equivalents as per statements of cash flows</b>	<b>88,87,255</b>	<b>16,80,305</b>
<b>4. Receivables (Unsecured)</b>		
Trade receivables		
a. Considered good	16,99,000	13,68,211
b. Considered doubtful	-	-
	<b>16,99,000</b>	<b>13,68,211</b>
Less: Allowance for doubtful debts (expected credit loss allowances)	-	-
	<b>16,99,000</b>	<b>13,68,211</b>
Age of receivables		
Within the credit period	-	23,211
Others	16,99,000	13,45,000
<b>Total</b>	<b>16,99,000</b>	<b>13,68,211</b>
<b>4.1 Trade Receivables outstanding ageing schedule. (As Annexed)</b>		
<b>5. Loans</b>		
<b>Loans repayable on Demand</b>		
<b>A. At amortised cost</b>		
Loans to related parties	13,04,72,669	3,45,05,989
Less: Impairment loss allowance	-	-
	<b>13,04,72,669</b>	<b>3,45,05,989</b>
<b>B. At amortised cost</b>		
Loan to Other Entities	17,93,54,950	27,71,16,272
Less: Impairment loss allowance	-	-
	<b>17,93,54,950</b>	<b>27,71,16,272</b>
<b>Total</b>	<b>30,98,27,619</b>	<b>31,16,22,261</b>
<b>C. Out of the Above</b>		
<u>Loans in India</u>		
-Others	30,98,27,619	31,16,22,261
Less: Impairment loss allowance	-	-
<u>Loans outside India</u>		
-Others	-	-
Less: Impairment loss allowance	-	-
Total net loans at amortised cost	<b>30,98,27,619</b>	<b>31,16,22,261</b>

### 5.1 Loans Disclosure Schedule. (As Annexed)

## NOTES TO THE FINANCIAL STATEMENTS

	As at 31 March 2022	As at March 31, 2021	
<b>6. Investments</b>			
<u>Investments in Equity Instruments</u>			
<u>(Quoted, fully paid up)</u>			
<u>At fair value through other comprehensive income</u>			
Held for Trading	46,894	33,204	
	<b>46,894</b>	<b>33,204</b>	
<b>Investments in Equity Instruments (Unquoted, fully paid up)</b>			
<b>(A) At fair value through other comprehensive income</b>			
a. Plasopan Engineers (India) Pvt. Ltd.	12,71,069	12,94,875	
b. Mediaware Infotech Private Ltd.	47,18,200	44,70,138	
c. Britonna Hotel & Yatch Club Pvt. Ltd.	1,02,96,170	1,02,57,198	
d. Mercury Ensembles & textiles P Ltd	-	50,00,000	
	<b>1,62,85,439</b>	<b>2,10,22,211</b>	
	<b>1,63,32,333</b>	<b>2,10,55,415</b>	
<b>(B) Other Investments</b>			
Acrylicon Canvas Paintings	15,68,000	15,68,000	
	<b>15,68,000</b>	<b>15,68,000</b>	
<b>Out of above</b>			
In India	1,79,00,333	2,26,23,415	
Outside India	-	-	
	<b>1,79,00,333</b>	<b>2,26,23,415</b>	
<b>6.1 Disclosure of Investments (As Annexed)</b>			
<b>7. Other financial assets</b>			
a. Security deposits	20,000	21,000	
<b>Total</b>	<b>20,000</b>	<b>21,000</b>	
<b>8. Current tax assets</b>			
<b>i. Current tax assets</b>			
a. Advance tax/TDS (Net of Provision)	18,66,082	17,07,163	
<b>Current Tax Assets (Net)</b>	<b>18,66,082</b>	<b>17,07,163</b>	
<b>9. Deferred tax assets (Net)</b>			
The following is the analysis of deferred tax assets/(liabilities) in the Balance Sheet.			
a. Deferred tax assets	1,64,67,649	1,62,90,078	
b. Deferred tax liabilities	(77,48,113)	(85,64,643)	
<b>Total</b>	<b>87,19,537</b>	<b>77,25,435</b>	
<b>2021-22</b>	<b>Opening Balance</b>	<b>Recognised in Profit or loss</b>	<b>Closing balance</b>
<b>Deferred tax assets in relation to</b>			
Property, plant and equipment	(85,64,643)	(8,16,530)	(77,48,113)
Employee benefits	2,24,194	8,906	2,15,288
Unabsorbed depreciation	1,60,65,884	5,14,422	1,55,51,462
Brought forward loss	-	(7,00,899)	7,00,899
	<b>77,25,435</b>	<b>(9,94,102)</b>	<b>87,19,537</b>

Deferred tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing taxation laws.

## NOTES TO THE FINANCIAL STATEMENTS

### 10: Property, plant and equipment

#### Carrying amounts of :

	As at 31 March 2022	As at March 31, 2021
Air Craft- Commercial	3,19,94,806	3,54,92,208
Furniture & Fixtures	41,924	56,562
Computer	39,117	35,184
Vehicles	45,995	39,474
Office Equipment	5,781	15,773
	<b>3,21,27,623</b>	<b>3,56,39,201</b>
Capital work-in-progress	-	-
<b>Total</b>	<b>3,21,27,623</b>	<b>3,56,39,201</b>

Particulars	Air Craft- Commercial	Furniture & Fixtures	Office Equipment	Computer	Vehicles	Total
<b>Balance at March 31, 2021</b>	<b>12,55,73,210</b>	<b>90,020</b>	<b>82,977</b>	<b>1,07,002</b>	<b>9,19,894</b>	<b>12,67,73,103</b>
Additions	-	-	-	49,407	-	49,407
Disposals	-	-	(3,774)	(2,575)	-	-6,349
<b>Balance at March 31, 2022</b>	<b>12,55,73,210</b>	<b>90,020</b>	<b>79,203</b>	<b>1,53,834</b>	<b>9,19,894</b>	<b>12,68,16,161</b>
<b>Accumulated depreciation</b>						
<b>Balance at March 31, 2021</b>	<b>9,00,81,002</b>	<b>33,458</b>	<b>67,204</b>	<b>71,818</b>	<b>8,80,420</b>	<b>9,11,33,902</b>
Depreciation expense	34,97,402	14,638	6,218	42,899	(6,521)	35,54,636
Elimiated on Disposats of Assets	-	-	(3,774)	(2,575)	-	(6,349)
<b>Balance at March 31, 2022</b>	<b>9,35,78,404</b>	<b>48,096</b>	<b>69,648</b>	<b>1,12,142</b>	<b>8,73,899</b>	<b>9,46,82,189</b>
<b>Carrying amount</b>						
<b>Balance at March 31, 2021</b>	<b>3,54,92,208</b>	<b>56,562</b>	<b>15,773</b>	<b>35,184</b>	<b>39,47</b>	<b>43,56,39,201</b>
Additions	-	-	-	49,407	-	49,407
Disposals	-	-	(3,774)	(2,575)	-	(6,349)
Depreciation expense	34,97,402	14,638	6,218	42,899	(6,521)	35,54,636
<b>Balance at March 31, 2022</b>	<b>3,19,94,806</b>	<b>41,924</b>	<b>5,781</b>	<b>39,117</b>	<b>45,995</b>	<b>3,21,27,623</b>

## NOTES TO THE FINANCIAL STATEMENTS

	As at 31 March 2022	As at March 31, 2021
<b>11 Other Non-Financial assets - Current</b>		
a. Prepaid expenses	10,435	11,118
b. GST Credit	4,78,363	5,19,533
<b>Total</b>	<b>4,88,798</b>	<b>5,30,651</b>
<b>Other Non-Financial assets - Non Current</b>		
a. Capital advances	2,67,00,000	2,92,00,000
b. Customs Duty deposit under protest	2,36,82,303	2,36,82,303
c. Income Tax paid against disputed demand	-	0
d. Insurance claim receivable	1,75,08,881	1,75,08,881
e. Income Tax refundable	33,36,991	16,30,405
f. MAT credit	-	-
<b>Total</b>	<b>7,12,28,175</b>	<b>7,20,21,589</b>
<b>Total</b>	<b>7,17,16,973</b>	<b>7,25,52,240</b>
<b>12.1(I) Trade payables</b>		
a. Total outstanding dues of micro enterprises and small enterprises		-
b. Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>12.2(II) Other payables</b>		
a. Total outstanding dues of micro enterprises and small enterprises	-	-
b. Total outstanding dues of creditors other than micro enterprises and small enterprises	4,91,262	3,58,528
<b>Total</b>	<b>4,91,262</b>	<b>3,58,528</b>
<b>Details of Other Payables</b>		
a. Salaries & Other Employee Benefits	1,43,000	1,33,166
b. Legal & Professional Payable	73,000	1,11,000
c. Audit fee payable	90,000	1,01,750
d. Other expenses payable	1,85,262	12,612
<b>Total</b>	<b>4,91,262</b>	<b>3,58,528</b>
<b>12.3 Trade Payables outstanding ageing schedule. (As Annexed)</b>		
<b>13. Borrowings (Other than Debt Securities)</b>		
a. Loans from related parties	15,14,70,000	14,97,46,202
b. Loans from other parties	2,80,80,500	3,61,19,136
<b>Total</b>	<b>17,95,50,500</b>	<b>18,58,65,338</b>
<b>13.1 Classification of Borrowings (As Annexed)</b>		
<b>14. Other Financial liabilities</b>		
Security Deposits	3,04,50,652	3,04,50,652
<b>Total</b>	<b>3,04,50,652</b>	<b>3,04,50,652</b>

## NOTES TO THE FINANCIAL STATEMENTS

	As at 31 March 2022	As at March 31, 2021
<b>15.1 Provision - Non Current</b>		
a. Provision for employee benefits		
- Gratuity (net)	8,40,106	8,12,885
b. Provision against standard assets	34,32,055	13,68,762
<b>Total</b>	<b>42,72,161</b>	<b>21,81,647</b>
<b>15.2 Provision - Current</b>		
Provision for employee benefits		
- Leave Encashment	73,010	77,904
	<b>73,010</b>	<b>77,904</b>
<b>Total</b>	<b>43,45,171</b>	<b>22,59,551</b>
<b>16. Other Non Financial liabilities</b>		
Duties and Taxes	3,56,394	3,16,008
EPF payable	500	500
<b>Total</b>	<b>3,56,894</b>	<b>3,16,508</b>

## NOTES TO THE FINANCIAL STATEMENTS

## 17. Equity share capital

## (a) Authorised share capital

- Equity shares of Rs. 1 (Previous year Rs. 1) each with voting rights
- (b) Issued, subscribed and fully paid up
- Equity shares of Rs. 1 (Previous year Rs. 1) each with voting rights
- (c) Subscribed and fully paid up
- Equity shares of Rs. 1 (Previous year Rs. 1) each with voting rights
- (d) Subscribed but not fully paid up
- Equity shares of Rs. 10 (Previous year Rs. 10) each with voting rights

## Total Equity Share Capital {c+d}

## a) Terms / rights attached to equity shares

- (i) The Company has only one class of equity shares having a par value of Rs. 1 per share. Each holder of equity share is entitled to one vote per share.
- (ii) In the event of liquidation of the Company, the holder 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.

## b) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period :

Particulars	Year ended March 31, 2022		Year ended March 31, 2021	
	Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)
Shares outstanding at the beginning of the year	10,00,00,000	10,00,00,000	10,00,00,000	10,00,00,000
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	10,00,00,000	10,00,00,000	10,00,00,000	10,00,00,000

## (iii) Subscribed but not Fully paid equity shares

Particulars	Year ended March 31, 2022		Year ended March 31, 2021	
	Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)
Shares outstanding at the beginning of the year	-	-	-	-
Add: Calls in Received	-	-	-	-
Less: Partly paid up shares converted into fully paid up shares	-	-	-	-
Shares outstanding at the end of the year	-	-	-	-

## (iv) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2022		As at March 31, 2021	
	Number of shares held	% of holding	Number of shares held	% of holding
Equity shares with voting rights Vimi Investments & Finance Pvt. Ltd.	4,65,73,000	46.26	4,65,73,000	46.57

## 17.1 Details of Shareholding of Promoters (As Annexed)

## NOTES TO THE FINANCIAL STATEMENTS

	As at 31 March 2022	As at March 31, 2021
<b>18. Other equity</b>		
Retained earnings	13,51,35,142	13,35,74,726
Statutory Reserve	24,34,802	21,13,927
<b>Total</b>	<b><u>13,75,69,943</u></b>	<b><u>13,56,88,653</u></b>
<b>18.1 Retained earnings</b>		
i. Balance at the beginning of the year	13,35,74,726	14,00,64,691
iii Add: Profit for the year	16,04,371	(28,98,001)
iii. Item of other comprehensive income recognised directly in retained earnings	2,76,918	2,79,784
	<b><u>13,54,56,016</u></b>	<b><u>13,74,46,474</u></b>
iv Less: Amount transferred to statutory reserve @ 20% out of current year profits	3,20,874	-
v Less: Amount of loss transferred from Mega Airways Limited on merger with the Company	-	-
vi Less: Amount of MAT credit lapsed due to opting for section 115BAA under Income Tax Act 1956	-	38,71,748
	<b><u>3,20,874</u></b>	<b><u>38,71,748</u></b>
<b>Balance at the end of the year</b>	<b><u>13,51,35,142</u></b>	<b><u>13,35,74,726</u></b>
<b>18.2 Statutory Reserve</b>		
Reserve fund in terms of Section 45I C(1) of the Reserve Bank of India Act, 1934		
i. <b>Balance at the beginning of the year</b>	21,13,927	21,13,927
ii. Add: Transferred from Surplus (20% for current period)	3,20,874	-
iii. <b>Balance at the end of the year</b>	<b><u>24,34,802</u></b>	<b><u>21,13,927</u></b>

### 18.3 Other Equity (As Annexed)



## NOTES TO THE FINANCIAL STATEMENTS

	Year Ended 31 March 2022	Year Ended March 31, 2021
<b>19. Interest Income</b>		
Interest on loans and advances (Net)	3,08,78,280	2,71,81,114
<b>Total</b>	<b>3,08,78,280</b>	<b>2,71,81,114</b>
19.1 Interest income of Rs. 18.17 lakhs of prior period (FY 2020-21) has been reversed and netted off in the current year interest income.		
<b>19.2 Interest Income disclosure (As Annexed)</b>		
<b>20. Rental Income</b>		
Rent Received	3,00,000	3,50,000
<b>Total</b>	<b>3,00,000</b>	<b>3,50,000</b>
<b>21. Other income</b>		
Interest on FDRs	-	48,341
Excess Liability Written Back	(80,117)	6,28,767
<b>Total</b>	<b>(80,117)</b>	<b>6,77,108</b>
<b>22. Finance costs</b>		
On financial liabilities measured at amortised cost	2,05,35,325	1,61,44,561
<b>Total</b>	<b>2,05,35,325</b>	<b>1,61,44,561</b>
<b>22.1 Disclosure of Finance Costs (As Annexed)</b>		
<b>23. Impairment on financial instruments</b>		
Provision for Standard Assets	20,63,292	2,37,831
Provision for impairment of investment valued at fair value	-	-
<b>Total</b>	<b>20,63,292</b>	<b>2,37,831</b>

## NOTES TO THE FINANCIAL STATEMENTS

	Year Ended 31 March 2022	Year Ended March 31, 2021
<b>24. Employee benefits expense</b>		
Salaries and wages	13,93,683	15,68,237
Director's Remuneration	6,95,000	6,16,800
Gratuity	27,221	1,21,731
Staff Welfare	6,430	2,381
<b>Total</b>	<b>21,22,334</b>	<b>23,09,149</b>
<b>25. Other expenses</b>		
Legal and professional charges	11,28,037	5,85,650
Rent paid	35,000	2,75,000
Auditor's remuneration (Refer Note (i) below)	1,40,000	1,10,000
Advertisement	61,951	69,090
Insurance	14,976	17,033
Filing Fee	15,000	5,400
Listing Fees	3,00,000	3,00,000
Printing & Stationery	142	10,241
Books & Periodicals	10,910	10,610
Telephone Expenses	20,679	24,644
Vehicle Running & Maintenance	2,30,294	1,95,274
Fee & Subscription	1,48,586	1,59,486
General Expenses	42,807	25,272
Coveyance Expenses	12,792	40,893
Bank charges	1,770	708
Meeting (AGM) Expenses	57,762	45,284
Electricity Expenses	4,485	22,656
GST Input Reversal	1,44,557	1,32,366
<b>Total</b>	<b>23,69,748</b>	<b>20,29,607</b>
<b>Note</b>		
i. Payment to auditors comprises		
A. To Auditors		
(a) for Statutory audit (excluding GST)	1,00,000	70,000
(b) for Certification & Other Services (excluding GST)	40,000	40,000
	<b>1,40,000</b>	<b>1,10,000</b>

## NOTES TO THE FINANCIAL STATEMENTS

**26 Income taxes****26.1 Income taxes recognised in profit and loss**

	Year Ended 31 March 2022	Year Ended March 31, 2021
<b>Current tax</b>		
In respect of the current year	-	-
Mat Credit Entitlement for Current Year	-	-
	-	-
<b>Deferred tax</b>		
In respect of the current year	(9,94,102)	(11,47,852)
Adjustments to deferred tax attributable to changes in tax laws	-	-
	<b>(9,94,102)</b>	<b>(11,47,852)</b>
Total income tax expense recognised in the current year	<b>(9,94,102)</b>	<b>(11,47,852)</b>

The income tax expense for the year can be reconciled to the accounting profit as follows:

	Year Ended 31 March 2022	Year Ended March 31, 2021
<b>Profit before tax</b>	<b>6,10,270</b>	<b>41,59,118</b>
Statutory Income tax	25.17%	25.17%
Tax at Indian statutory income tax rate	1,53,605	10,46,766
Add: Effect of expenses that are not deductible in determining taxable profit	13,51,157	8,69,631
Effect of tax expenses for prior years	-	-
Tax effect on various other Items	(15,04,762)	(19,16,397)
Income tax expense recognised in profit or loss	-	-
Effective tax Rate	-	-

**26.2 Income tax recognised in other comprehensive income**

	Year Ended 31 March 2022	Year Ended March 31, 2021
<b>Current tax</b>		
Arising on Income and expenses recognised in other comprehensive income		
Remeasurements of defined benefit obligation	-	-
Total income tax recognised in other comprehensive income	-	-
 Bifurcation of the income tax recognised in other comprehensive income into:		
Items that will be reclassified to profit or loss	-	-
Items that will not be reclassified to profit or loss	-	-

## NOTES TO THE FINANCIAL STATEMENTS

### 27 Earnings per share

Basic earnings per equity share has been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Units	Year Ended 31 March 2022	Year Ended March 31, 2021
a. Profit for the year		18,81,290	(26,18,217)
b. Weighted average number of equity shares used in computing the basic and diluted earnings per share	No. of shares	10,00,00,000	10,00,00,000
c. Earnings per share basic and diluted		0.02	(0.03)

### 28 Contingent liabilities

(Amount in Rs./Lacs)

Particulars	As at 31 March 2022	As at March 31, 2021
a. Claims against the Company not acknowledged as debts		
- Income tax demand*	-	-
- Customs Duty**	236.82	236.82

Note:

\*The Income Tax Department had raised demand of Tax against the company for AY 2006-07 which was contested by the company before the appellate authorities and the matter was pending before Honb'le Supreme Court for final adjudication. However to buy peace with Income Tax Department and to avoid costly litigation the Company has opted to get the matter settled under "Direct Taxes Vivad Se Vishwas Scheme" announced by the Finance Ministry. The Company has filed declaration under DTVSV Scheme and has paid the amount of disputed income tax. There is no outstanding demand of Income Tax as at March 31, 2021

\*\*The Company has deposited a sum of Rs. 236.82 Lacs as additional Custom Duty on Import of Aircraft in FY 2007-08. Though the Company had disputed the said demand but had deposited the said amount in FY 2008-09 under protest to safeguard its business interest. The matter is still pending for disposal before the Customs Authorities. The Company has been advised that the contention of the Customs Authorities is not tenable hence there shall be no liability for payment of additional customs duty

### 29 Commitments

Particulars	As at 31 March 2022	As at March 31, 2021
a. Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	3,52,25,000	3,52,25,000
b. The Company did not have any long term commitments/ contracts including derivative contracts for which there were any material foreseeable losses.		
c. There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Compan		

## NOTES TO THE FINANCIAL STATEMENTS

### 30 Related party transactions

The Company's material related party transactions and outstanding balances are with whom the Company routinely enters into transactions in the ordinary course of business.

#### A. Name of the related parties and nature of relationship (With whom the Company has transactions during the year):

##### Related party transactions

##### Details of related parties:

##### Description of relationship

Key Management Personnel

##### Names of related parties

- (i) Sh. Kunal Lalani (Director),
- (ii) Sh. Navratan Baid (Director),
- (iii) Sh. Surendra Chhalani (CFO/Director)
- (iv) Sh. Sachin Mehra (Director)
- (v) Ms. Anisha Anand (WTD)
- (vi) Sh. Surendra Pagaria (Director)
- (vii) Ms. Abhilasha Lalani (Director)
- (viii) Sh. Aagat Singh (Retired) (Company Secretary)
- (vi) Sh. Gagan Mahajan (Company Secretary)

Relative of Key Management Personnel with whom transaction have taken place

Entities in which KMP / Relatives of KMP can exercise significant influence

- (i) Bengaluru Megacabs Pvt Ltd
- (ii) Crayons Advertising Pvt Ltd.
- (iii) Indication Instruments Limited
- (iv) Mega Cabs Private Limited
- (v) Omni Media Communications Pvt Limited
- (vi) Sanya Resorts & Hospitality P. Limited
- (vii) Sahyog Properties Private Limited
- (viii) Ultraviolet Digital Solutions LLP
- (ix) Mega Luxuries & Hotels LLP
- (x) Anand Power Private Limited
- (xi) All White Communications LLP

Note: Related parties have been identified by the Management.

##### Details of related party transactions during the year :

NAME OF PARTY	Nature of transactions	Year ended March 31, 2022	Year ended March 31, 2021
Kunal Lalani	Loan taken	-	-
	Loan repaid	-	25,00,000
	Interest Credited	-	32,548
Surendra Chhalani	Salary paid	7,25,500	6,46,000
Aagat Singh	Salary paid	2,69,658	4,93,568
Gagan Mahajan	Salary paid	3,41,900	-
Kiran Chhalani	Rent paid	-	1,35,000
Anand Power Private Limited	Loan taken	-	30,50,000
	Loan repaid	57,00,000	16,50,000
	Interest Credited	33,93,181	37,52,787

# NOTES TO THE FINANCIAL STATEMENTS

NAME OF PARTY	Nature of transactions	Year ended March 31, 2022	Year ended March 31, 2021
Bengaluru Megacabs Private Limited	Loan given	17,50,000	1,45,15,000
	Loan received back	1,08,60,000	82,65,000
	Interest Charged	26,89,449	19,65,298
Crayons Advertising Private Limited	Loan given	50,00,000	-
	Loan repaid	50,00,000	-
	Interest Credited	-	-
	Interest Charged	21,370	-
	Loan taken	50,00,000	-
	Interest Received	36,616	-
	Loan received back	50,00,000	-
Indication Instruments Limited	Loan taken	-	-
	Loan repaid	-	-
	Interest Charged	13,00,000	-
	Interest Credited	30,57,083	15,60,000
Mega Cabs Private Limited	Loan taken	5,16,20,000	3,20,50,000
	Interest Credited	85,22,549	48,56,565
	Interest Charged	-	-
	Loan repaid	1,89,20,000	3,67,50,000
Omni Media Communications Pvt Limited	Loan given	25,00,00,000	10,00,000
	Interest Charged	3,23,973	9,92,808
	Loan received back	25,00,00,000	2,90,00,000
	Advertising Charges paid	61,951	71,480
	Sale of Assets	-	-
Sanya Resorts & Hospitality P. Limited	Loan given	3,00,000	15,00,000
	Loan taken	3,50,00,000	-
	Loan repaid	2,75,00,000	-
	Loan received back	8,00,000	10,00,000
	Interest received	76,562	1,23,903
	Interest Charged	7,72,362	-
Ultraviolet Digital Solutions LLP	Loan given	-	-
	Loan taken	1,00,00,000	-
	Loan received back	-	-
	Interest Charged	50,685	-
All White Communications LLP	Loan given	-	-
	Loan taken	-	1,25,00,000
	Loan Repaid	1,25,00,000	-
	Interest Charged	3,80,925	82,877
BB Hospitality Ventures Pvt Ltd	Loan given	-	-
	Loan taken	5,00,000	-
	Loan Repaid	5,00,000	-
	Interest Charged	2,887	-
Mega Luxuries & Hotels LLP	Loan given	25,00,000	-
	Loan received back	25,00,000	-
	Interest Credited	40,070	-
Sahyog Properties Private Limited	Loan taken	1,33,00,000	5,73,00,000
	Loan repaid	4,72,00,000	1,35,00,000
	Interest Credited	33,66,691	22,24,328
Britonna Hotel & Yatch Club P Limited	Loan repaid	45,00,000	66,00,000
	Loan taken	23,00,000	-
	Interest Credited	7,27,809	3,07,956

## NOTES TO THE FINANCIAL STATEMENTS

### Outstanding balance of related parties

Name of Party	Nature of Balance	Year ended March 31, 2022	Year ended March 31, 2021
Surendra Chhalani	Salary Payable	65,000	59,000
Aagat Singh	Salary Payable	-	47,000
Gagan Mahajan	Salary Payable	60,000	-
Anand Power Private Limited	Loan Refundable	2,11,00,000	2,71,18,555
Bengaluru Megacabs Private Limited	Loan Receivable	2,30,40,000	3,21,50,000
Indication Instruments Limited	Loan Refundable	1,41,70,000	1,60,57,083
Mega Cabs Private Limited	Loan Refundable	8,14,00,000	4,97,38,517
Omni Media Communications Pvt Limited	Advertising Expenses	-	11,675
Sanya Resorts & Hospitality P. Limited	Loan Refundable	75,00,000	-
Sanya Resorts & Hospitality P. Limited	Loan Receivable	-	5,38,088
Sanya Hospitality P. Limited	Loan Refundable	-	53,48,225
Sahyog Properties Private Limited	Loan Refundable	1,03,00,000	4,50,27,031
Ultraviolet Digital Solutions LLP	Loan Refundable	1,00,00,000	-
Britonna Hotel & Yatch Club P Limited	Loan Refundable	50,00,000	67,70,119



## NOTES TO THE FINANCIAL STATEMENTS

### 31 Employee Benefit Plans

#### (I) Defined Benefit Plans

##### A) Gratuity

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service, managerial grade and salary at retirement age.

#### (i) Movement in Defined Benefit Obligations (In ₹)

Particulars	As at 31 March 2022	As at March 31, 2021
Defined benefit obligation as at the opening of the year	-	-
Current service cost	-	-
Past Service cost	-	-
Interest on defined benefit obligation	-	-
Re-measurement gain/ (loss)	-	-
Actuarial loss / (gain) arising from change in financial assumptions	-	-
Actuarial loss / (gain) arising from change in demographical assumptions	-	-
Actuarial loss / (gain) arising on account of experience changes	-	-
Benefits paid	-	-
Liabilities assumed / (settled)	8,40,106	8,12,885
Liabilities extinguished on settlements	-	-
<b>Defined Benefit Obligation as at the end of the year</b>	<b>8,40,106</b>	<b>8,12,885</b>

#### (ii) Movement in Plan Assets (In ₹)

Particulars	As at 31 March 2022	As at March 31, 2021
Fair value of plan asset as at the beginning of the year	-	-
Employer contributions	-	-
Interest on plan assets	-	-
Administration Expenses	-	-
Re-measurements due to:	-	-
Actual return on plan assets less interest on plan assets	-	-
Benefits paid	-	-
Assets acquired / (settled)	-	-
Assets distributed on settlements	-	-
<b>Fair value of Plan Asset as at the end of the year</b>	<b>-</b>	<b>-</b>

## NOTES TO THE FINANCIAL STATEMENTS

### (iii) Reconciliation of Net Liability/ Asset (In ₹)

Particulars	As at 31 March 2022	As at March 31, 2021
Net defined benefit liability/ (asset) as at the beginning of the year	-	-
Expense charged to settlement of profit and loss	-	-
Amount recognized in other comprehensive income	-	-
Employers contribution	-	-
Impact of liability assumed or (settled)	8,40,106	8,12,885
<b>Net Defined Benefit Liability/ (Asset) as at the end of the year</b>	<b>8,40,106</b>	<b>8,12,885</b>

### (iv) Expenses charged to the statement of profit and loss (In ₹)

Particulars	As at 31 March 2022	As at March 31, 2021
Current service cost	-	-
Interest cost	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

### (v) Remeasurement gains/ (losses) in other comprehensive income (In ₹)

Particulars	As at 31 March 2022	As at March 31, 2021
<b>Opening amount recognised in other comprehensive income</b>		
Changes in financial assumptions	-	-
Changes in demographic assumptions	-	-
Experience adjustments	-	-
Actual return on plan assets less interest on plan assets	-	-
Adjustment to recognize the effect of asset ceiling	-	-
<b>Closing amount recognized outside profit or loss in other comprehensive income</b>		

### (vi) Amount recognized in Balance Sheet (In ₹)

Particulars	As at 31 March 2022	As at March 31, 2021
Present value of funded defined benefit obligation		-
Fair value of plan assets		-
Net funded obligation		-
Present value of funded defined benefit obligation	8,40,106	8,12,885
Amount not recognized due to asset limit		-
<b>Net Defined Benefit Liability recognized in Balance Sheet</b>	<b>8,40,106</b>	<b>8,12,885</b>
Current		-
Non-Current	8,40,106	8,12,885

## NOTES TO THE FINANCIAL STATEMENTS

### (vii) Key Actuarial Assumptions (In ₹)

Particulars	As at 31 March 2022	As at March 31, 2021
Discount rate	6.80%	6.80%
Salary escalation rate (p.a.)	6.80%	11.00%

### (viii) A Quantitative Sensitivity Analysis for Significant Assumption as at 31 March 2022 is as shown below:

Particulars	Discount Rate	Salary Escalation Rate
Impact of increase in 50 bps on defined benefit obligation	52,850	41,302
Impact of increase in 50 bps on defined benefit obligation	-41,564	-38,458

## 32 Disclosure pursuant to Ind AS 107 “ Financial Instruments: Disclosures”: Financial Risk Management

### 32.1 Interest Rate Risk Management

Floating rate financial assets are largely mutual fund investments which have debt securities as underlying assets. The returns from these financial assets are linked to market interest rate movements; however the counterparty invests in the agreed securities with known maturity tenure and return and hence has manageable risk.

### 32.2 Counterparty and Concentration of Credit Risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company is exposed to credit risk for receivables, cash and cash equivalents, and short-term investments.

### 32.3 Liquidity Risk Management

The Company's Board approved financial risk policies comprise liquidity, currency, interest rate and counterparty risk. The Company does not engage in speculative treasury activity but seeks to manage risk and optimize interest through proven financial instruments.

#### (a) Liquidity

The Company requires funds both for short-term operational needs as well as for the long-term investment programme mainly in for repayment of loans. The Company generates sufficient cash flows from the current operations which together with the available cash and cash equivalents and short-term investments provide liquidity both in the short-term as well as in the long-term.

The company remains committed to maintaining a healthy liquidity, gearing ratio, deleveraging and strengthening our balance sheet. The maturity profile of the Company's financial liabilities based on the remaining period from the date of balance sheet to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligation of the Company.

## NOTES TO THE FINANCIAL STATEMENTS

### 32. Financial Instruments-Disclosures

#### 32.4 Category-wise classification for applicable financial assets and financial liabilities:

	As at March 31, 2022	As at March 31, 2021
<b>Financial Assets</b>		
Measured at Amortised cost		
Cash and cash equivalents	88,87,255	16,80,305
Receivables	16,99,000	13,68,211
Loans	30,98,27,619	31,16,22,261
Other financial assets	20,000	21,000
Measured at FVTOCI		
(a) Investments in equity instruments designated upon initial recognition	1,79,00,333	2,26,23,415
<b>Financial Liabilities</b>		
Measured at Amortised cost (including trade payables balance in a disposal group held for sale)		
Trade payables	-	-
Other payables	4,91,262	3,58,528
Other Financial liabilities	3,04,50,652	3,04,50,652

Note: Carrying amounts of cash and cash equivalents, Loans, trade receivables, other payables as at March 31, 2022 & March 31, 2021 approximate the fair value because of their short term nature. Carrying amount other financial liabilities is taken Present value.

#### 32.5 Fair value of the financial assets and liabilities that at fair value

Except as detailed in the following table, the Company considered that the carrying amount of Financials assets and financial liabilities recognised in the financial statement approximate their fair value

	As at March 31, 2022	As at March 31, 2021
<b>Financial Assets</b>		
Investment	1,79,00,333	2,26,23,415
<b>Total Financial Assets</b>	1,79,00,333	2,26,23,415
<b>Financial Liabilities</b>		
borrowings	-	-
<b>Total Financial Liabilities</b>	-	-

#### 32.6 Fair value hierarchy of financial assets and financial liabilities measured at amortised cost:

Fair value hierarchy as at March 31, 2022				
	Level 1	Level 2	Level 3	Total
<b>Financial Liabilities</b>				
Other Financial liabilities		3,04,50,652		3,04,50,652
<b>Total</b>	-	-	3,04,50,652	3,04,50,652
Fair value hierarchy as at March 31, 2021				
	Level 1	Level 2	Level 3	Total
<b>Financial Liabilities</b>				
Other Financial liabilities		3,04,50,652		3,04,50,652
<b>Total</b>	-	-	3,04,50,652	3,04,50,652

#### Note :

The fair value of the Financial liabilities included in the level 2 categories have been determined in accordance with generally accepted pricing models based on a discounted cash flows analysis, with the most significant inputs being discount that reflects the credit risk of counterparties

## NOTES TO THE FINANCIAL STATEMENTS

### 32.7 Maturity profile of assets and liabilities

Particulars	As at March 31, 2022			As at March 31, 2021		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets						
Financial Assets						
Cash and cash equivalents	88,87,255	-	88,87,255	16,80,305	-	16,80,305
Bank Balance other than Cash and cash equivalents	-	-	-	-	-	-
Trade receivables	16,99,000		16,99,000	13,68,211	-	13,68,211
Loans	30,98,27,619		30,98,27,619	31,16,22,261	-	31,16,22,261
Investments	-	1,79,00,333	1,79,00,333	-	2,26,23,415	2,26,23,415
Other financial assets	-	20,000	20,000	-	21,000	21,000
	<b>32,04,13,874</b>	<b>1,79,20,333</b>	<b>33,83,34,207</b>	<b>31,46,70,777</b>	<b>2,26,44,415</b>	<b>33,73,15,192</b>

#### Non-Financial Assets

Current tax assets (net)	-	18,66,082	18,66,082	-	17,07,163	17,07,163
Deferred tax assets (Net)	-	87,19,537	87,19,537	-	77,25,435	77,25,435
Property, plant and equipment	-	3,21,27,623	3,21,27,623	-	3,56,39,201	3,56,39,201
Capital work in Progress	-	-	-	-	-	-
Other intangible assets	-	-	-	-	-	-
Other non-financial assets	-	7,17,16,973	7,17,16,973	-	7,25,52,240	7,25,52,240
	-	11,44,30,215	11,44,30,215	-	11,76,24,039	11,76,24,039
Total assets	<b>32,04,13,874</b>	<b>13,23,50,548</b>	<b>45,27,64,422</b>	<b>31,46,70,777</b>	<b>14,02,68,454</b>	<b>45,49,39,231</b>

#### Liabilities

##### Financial Liabilities

Trade payables	-	-	-	-	-	-
Other payables	4,91,262		4,91,262	3,58,528	-	3,58,528
Borrowings (Other than Debt Securities)	17,95,50,500		17,95,50,500	18,58,65,338	-	18,58,65,338
Other Financial liabilities	-	3,04,50,652	3,04,50,652	-	3,04,50,652	3,04,50,652
	<b>18,00,41,762</b>	<b>3,04,50,652</b>	<b>21,04,92,414</b>	<b>18,62,23,866</b>	<b>3,04,50,652</b>	<b>21,66,74,518</b>

##### Non Financial Liabilities

Current Tax Liabilities	-	-	-	-	-	-
Provisions	73,010	42,72,161	43,45,171	77,904	22,59,551	23,37,455
Other Non-Financial liabilities		3,56,894	3,56,894	-	3,16,508	3,16,508
	<b>73,010</b>	<b>46,29,055</b>	<b>47,02,065</b>	<b>77,904</b>	<b>25,76,059</b>	<b>26,53,963</b>

<b>Total Liabilities</b>	<b>18,01,14,772</b>	<b>3,50,79,707</b>	<b>21,51,94,479</b>	<b>18,63,01,770</b>	<b>3,30,26,711</b>	<b>21,93,28,481</b>
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## NOTES TO THE FINANCIAL STATEMENTS

### 33 Disclosures as per Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Based on the information available with the Company, the balance due to micro and small enterprises as defined under the MSMED Act, 2006 on 31 March, 2022 is Rs. Nil (Previous year Rs. Nil) and no interest has been paid during the year or is payable under the terms of the MSMED Act, 2006. Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

### 34 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The Company strives to safeguard its ability to continue as a going concern so that they can maximise returns for the shareholders and benefits for other stake holders. The aim to maintain an optimal capital structure and minimise cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or adjust the dividend payment to shareholders (if permitted). Consistent with others in the industry, the Company monitors its capital using the gearing ratio which is total debt divided by total capital plus total debts.

Particulars	As at 31 March 2022	As at March 31, 2021
Total debts	17,95,50,500	18,58,65,338
Total equity	23,75,69,943	23,56,88,653
<b>Total debts to equity ratio (Gearing ratio)</b>	<b>0.76</b>	<b>0.79</b>

35 There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2022.

36 Aggregate amount of loans or advances in the nature of loans given during the year is Rs.143,420,000/-.

Percentage thereof to the total loans granted is 100%.

Aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 is Rs.34,520,000

37 Following disclosures shall be made where loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are:

(a) Repayable on demand

or

(b) without specifying any terms or period of repayment

Type of Borrower	Amount of loans or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	3,45,20,000	24.07%

## NOTES TO THE FINANCIAL STATEMENTS

38

**38.1** (a) That other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) That other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**38.2** That the company has not entered into any non-cash transactions with directors or persons connected with him.

**39** The company is not required to prepare Consolidate financial statement.

**40** That the company has no borrowings from banks or financial institution on the basis of security of current asset.

**41** That the company is not declared wilful defaulter by any bank or financial institution or other lender.

**42** Details of delay in the payment of Principal or Interest not paid on due date. (As Annexed)

**43** That the company has not entered any transaction with the companies struck off under section 248 of Companies Act 2013 or section 560 of the Companies Act 1956.

**44** That there are no charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

**45 Undisclosed income:**

That there has been no surrendered or disclosed income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961). Also, previously there was no unrecorded income and related assets in the books of account during the year which have not been properly recorded.

**46 Ratios :**

(a) Capital to risk-weighted assets ratio (CRAR)	65.71%
(b) Tier I CRAR	65.71%
© Tier II CRAR	-
(d) Liquidity Coverage Ratio	54.41%

**47** Corporate Social Responsibility - That the provision of section 135 of the Companies Act, are not applicable on the company.

**48** Events after the reporting period

There have been no events after the reporting date that require disclosure in the financial statements.

**49** Previous year previous GAAP figures have been regrouped / reclassified to make them comparable with IND AS presentation.

**50** The above financial statements have been reviewed by the audit committee and subsequently approved by the Board of Directors at its meeting held on May 30, 2022.

**For A G M S & CO**

Chartered Accountants

Firm Registration No. 021141N

Sd/-

**CA Chunni Lal Golchha**

Partner

M. No. 080597

UDIN: 22080597AJYBVT8837

Place: Vaishali, Ghaziabad

Date: 30/05/2022

**For and on behalf of the Board of Directors**

Sd/-

Surendra Chhalani

Director & CFO

DIN: 00002747

Sd/-

Kunal Lalani

Director

DIN: 00002756

Sd/-

Gagan Mahajan

Company Secretary

(ACS 34028)



## NOTES TO THE FINANCIAL STATEMENTS

### Annexure 4.1 Trade Receivables outstanding ageing schedule.

For the year ended on 31.03.2022

(Amount in Rs.)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	-	-	16,99,000	16,99,000
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

For the year ended on 31.03.2021

(Amount in Rs.)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	-	-	-	-	13,68,211	13,68,211
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

## NOTES TO THE FINANCIAL STATEMENTS

### Annexure 5.1 Loans Disclosure Schedule

	For the year ended on 31.03.2022				For the year ended on 31.03.2021							
	Amortised Cost	At Fair Value			Subtotal	Total	Amortised Cost	At Fair Value			Subtotal	Total
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss				Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss		
	1	2	3	4	(5=2+3+4)	(6=1+5)	7	8	8	10	(11=8+9+10)	(12=(7) + (11))
Loans												
(A)												
(i) Bills Purchased and Bills Discounted	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Loans repayable on Demand	30,98,27,619	-	-	-	-	30,98,27,619	31,16,22,261	-	-	-	-	31,16,22,261
(iii) Term Loans	-	-	-	-	-	-	-	-	-	-	-	-
(iv) Leasing	-	-	-	-	-	-	-	-	-	-	-	-
(v) Factoring	-	-	-	-	-	-	-	-	-	-	-	-
(vi) Others	-	-	-	-	-	-	-	-	-	-	-	-
Total (A) - Gross	30,98,27,619	-	-	-	-	30,98,27,619	31,16,22,261	-	-	-	-	31,16,22,261
Less:Impairment loss allowance	-	-	-	-	-	-	-	-	-	-	-	-
Total (A) - Net	30,98,27,619	-	-	-	-	30,98,27,619	31,16,22,261	-	-	-	-	31,16,22,261
(B)												
(i) Secured by tangible assets	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Secured by intangible assets	-	-	-	-	-	-	-	-	-	-	-	-
(iii) Covered by Bank/Government Guarantees	-	-	-	-	-	-	-	-	-	-	-	-
(iii) Covered by Bank/Government Guarantees	-	-	-	-	-	-	-	-	-	-	-	-
(iv) Unsecured	-	-	-	-	-	-	-	-	-	-	-	-
Total (B)- Gross	-	-	-	-	-	-	-	-	-	-	-	-
Less: Impairment loss allowance	-	-	-	-	-	-	-	-	-	-	-	-
Total (B)- Net	-	-	-	-	-	-	-	-	-	-	-	-
©												
(I) Loans in India	-	-	-	-	-	-	-	-	-	-	-	-
(i) Public Sector	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Others	30,98,27,619	-	-	-	-	30,98,27,619	31,16,22,261	-	-	-	-	31,16,22,261
Total (C)- Gross	30,98,27,619	-	-	-	-	30,98,27,619	31,16,22,261	-	-	-	-	31,16,22,261
Less: Impairment loss allowance	-	-	-	-	-	-	-	-	-	-	-	-
Total© (I)-Net	30,98,27,619	-	-	-	-	30,98,27,619	31,16,22,261	-	-	-	-	31,16,22,261
C)												
(II)Loans outside India	-	-	-	-	-	-	-	-	-	-	-	-
Less: Impairment loss allowance	-	-	-	-	-	-	-	-	-	-	-	-
Total © (II)- Net	-	-	-	-	-	-	-	-	-	-	-	-
Total C(I) and C(II)	30,98,27,619	-	-	-	-	30,98,27,619	31,16,22,261	-	-	-	-	31,16,22,261

## NOTES TO THE FINANCIAL STATEMENTS

## Annexure 6.1 Disclosure of Investments

Investments	For the year ended on 31.03.2022						For the year ended on 31.03.2021							
	Amortised cost	At Fair Value			Sub-Total	Others*	Total	Amortised cost	At Fair Value			Sub-Total	Others*	Total
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss					Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss			
	1	2	3	4	5 = 2+3+4	6	7 = 1+5+6	8	9	10	11	12 = 9+10+11	13	14 = 8+12+13
Mutual funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Government securities	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other approved securities	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Debt securities	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Equity instruments	-	1,79,00,333	-	-	1,79,00,333	-	1,79,00,333	-	2,26,23,415	-	-	2,26,23,415	-	2,26,23,415
Subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Associates	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Joint Ventures	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total – Gross (A)	-	1,79,00,333	-	-	1,79,00,333	-	1,79,00,333	-	2,26,23,415	-	-	2,26,23,415	-	2,26,23,415
(i) Investments outside India	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Investments in India	-	1,79,00,333	-	-	1,79,00,333	-	1,79,00,333	-	2,26,23,415	-	-	2,26,23,415	-	2,26,23,415
Total (B)	-	1,79,00,333	-	-	1,79,00,333	-	1,79,00,333	-	2,26,23,415	-	-	2,26,23,415	-	2,26,23,415
Total (A) to tally with (B)	-	1,79,00,333	-	-	1,79,00,333	-	1,79,00,333	-	2,26,23,415	-	-	2,26,23,415	-	2,26,23,415
Less:														
Allowance for Impairment loss ©	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total – Net D= (A)-©	-	1,79,00,333	-	-	1,79,00,333	-	1,79,00,333	-	2,26,23,415	-	-	2,26,23,415	-	2,26,23,415

## NOTES TO THE FINANCIAL STATEMENTS

### Annexure 12.3 Trade Payables outstanding ageing schedule.

For the year ended on 31.03.2022

(Amount in Rs.)

Particulars	Outstanding for following periods from due date of payment#				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	4,54,262	37,000	-	-	4,91,262
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

For the year ended on 31.03.2021

Particulars	Outstanding for following periods from due date of payment#				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	3,58,528	-	-	-	3,58,528
(iii) Disputed dues-MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

## NOTES TO THE FINANCIAL STATEMENTS

## Annexure 13.1 Classification of Borrowings

	For the year ended on 31.03.2022				For the year ended on 31.03.2021			
	At Amortised Cost	At fair value Through profit or loss	Designated at fair value through profit or loss	Total	At Amortised Cost	At fair value Through profit or loss	Designated at fair value through profit or loss	Total
	1	2	3	(4)=(1)+(2)+(3)	1	2	3	(4)=(1)+(2)+(3)
(a)Term loans								
(i) from banks	-	-	-	-	-	-	-	-
(ii) from other parties	2,80,80,500	-	-	2,80,80,500	3,61,19,136	-	-	3,61,19,136
(b) Deferred payment liabilities	-	-	-	-	-	-	-	-
(c) Loans from related parties	15,14,70,000	-	-	15,14,70,000	14,97,46,202	-	-	14,97,46,202
(d) Finance lease obligations	-	-	-	-	-	-	-	-
(e) Liability component of compound financial instruments	-	-	-	-	-	-	-	-
(f) Loans repayable on demand	-	-	-	-	-	-	-	-
(i) from banks	-	-	-	-	-	-	-	-
(ii) from other parties	-	-	-	-	-	-	-	-
(g) Other loans	-	-	-	-	-	-	-	-
<b>Total (A)</b>	<b>17,95,50,500</b>	<b>-</b>	<b>-</b>	<b>17,95,50,500</b>	<b>18,58,65,338</b>	<b>-</b>	<b>-</b>	<b>18,58,65,338</b>
Borrowings in India	17,95,50,500	-	-	17,95,50,500	18,58,65,338	-	-	18,58,65,338
Borrowings outside India	-	-	-	-	-	-	-	-
<b>Total (B) to tally with (A)</b>	<b>17,95,50,500</b>	<b>-</b>	<b>-</b>	<b>17,95,50,500</b>	<b>18,58,65,338</b>	<b>-</b>	<b>-</b>	<b>18,58,65,338</b>

## NOTES TO THE FINANCIAL STATEMENTS

### Annexure 17.1 Details of Shareholding of Promoters

Shares held by promoters at the end of the year 31.03.2022				% Change during the year***
S. No.	Promoter name	No. of Shares**	% of total shares**	
1	VIMI INVESTMENTS AND FINANCE PVT LTD	4,62,60,878	46.26%	0.31%
2	KUNAL LALANI	33,95,000	3.40%	0.00%
3	HULAS MAL LALANI	7,86,000	0.79%	0.00%
4	VIMI LALANI	5,41,000	0.54%	0.00%
5	VARSHA BENGANI	5,00,000	0.50%	0.00%
6	SEEMA LALANI	2,50,000	0.25%	0.00%
7	MAYANK LALANI	1,28,586	0.13%	0.00%
8	CRAYONS ADVERTISING PVT LTD	-	0.00%	1.45%
9	HANSRAJ DEEPCHAND JAIN	-	0.00%	0.45%
10	SMITA DHARIWAL	-	0.00%	0.24%
<b>Total</b>		<b>5,18,61,464</b>	<b>51.86%</b>	<b>2.45%</b>

Shares held by promoters at the end of the year 31.03.2021				% Change during the year***
S. No.	Promoter name	No. of Shares**	% of total shares**	
1	VIMI INVESTMENTS AND FINANCE PVT LTD	4,65,73,000	46.57%	
2	CRAYONS ADVERTISING PVT LTD	14,45,349	1.45%	-
3	KUNAL LALANI	33,95,000	3.40%	-
4	HULAS MAL LALANI	7,86,000	0.79%	-
5	VIMI LALANI	5,41,000	0.54%	-
6	VARSHA BENGANI	5,00,000	0.50%	-
7	SEEMA LALANI	2,50,000	0.25%	-
8	MAYANK LALANI	1,28,586	0.13%	-
9	HANSRAJ DEEPCHAND JAIN	4,53,160	0.45%	-
10	SMITA DHARIWAL	2,40,000	0.24%	-
<b>Total</b>		<b>5,43,12,095</b>	<b>54.32%</b>	



## NOTES TO THE FINANCIAL STATEMENTS

### Annexure '18.3 Other Equity

For the year ended on 31.03.2021

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium	Statutory Reserve	Retained Earnings								
Balance at the beginning of the current reporting period	-	-	-	-	21,13,927	14,00,64,691	-	-	-	-	-	-	-	14,21,78,618
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	2,79,784	-	-	-	-	-	-	-	2,79,784
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	(28,98,001)	-	-	-	-	-	-	-	(28,98,001)
Any other change - Transferred to Statutory Reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change - Amount of MAT credit lapsed due to opting for section 115BAA under Income Tax Act 1956	-	-	-	-	-	(38,71,748)	-	-	-	-	-	-	-	(38,71,748)
Balance at the end of the current reporting period	-	-	-	-	21,13,927	13,35,74,726	-	-	-	-	-	-	-	13,56,88,653



## NOTES TO THE FINANCIAL STATEMENTS

### Annexure 19.2. Interest Income disclosure

Particulars	For the year ended on 31.03.2022			For the year ended on 31.03.2021		
	On Financial Assets measured at fair value through OCI	On Financial Assets measured at Amortised Cost	Interest Income on Financial Assets classified at fair value through profit or loss	On Financial Assets measured at fair value through OCI	On Financial Assets measured at Amortised Cost	Interest Income on Financial Assets classified at fair value through profit or loss
Interest on Loans	-	3,08,78,280	-	-	2,71,81,114	-
Interest income from investments	-		-	-		-
Interest from deposits with bank	-		-	-		-
Other interest income	-		-	-		-
<b>Total</b>	<b>-</b>	<b>3,08,78,280</b>	<b>-</b>	<b>-</b>	<b>2,71,81,114</b>	<b>-</b>

### Annexure 22.1 Disclosure of Finance Costs.

Particulars	For the year ended on 31.03.2022		For the year ended on 31.03.2021	
	On Financial liabilities measured at fair value through profit or loss	On Financial liabilities measured at Amortised Cost	On Financial liabilities measured at fair value through profit or loss	On Financial liabilities measured at Amortised Cost
Interest on deposits	-	-	-	-
Interest on borrowings	2,05,35,325		1,61,44,561	
Interest on debt securities	-	-	-	-
Interest on subordinated liabilities	-	-	-	-
Other interest expense	-	-	-	-
<b>Total</b>	<b>2,05,35,325</b>	<b>-</b>	<b>1,61,44,561</b>	<b>-</b>

## NOTES TO THE FINANCIAL STATEMENTS

### Annexure 42 Delay in the payment of Principal or Interest not paid on due date.

Nature of borrowing, including debt securities	Name of lender	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
Borrowings (Other than Debt Securities)	All White Communications LLP	76,661	Interest	365	Default has been made good during the year.
		2,81,250	Interest	264	
		61,582	Interest	242	
		<b>4,19,493</b>			
	Anand Power Pvt. Ltd.	3,18,855	Interest	2	Default has been made good during the year.
		2,97,370	Interest	4	
		3,05,988	Interest	4	
		2,95,816	Interest	4	
		2,55,893	Interest	4	
		2,43,553	Interest	1	
		2,48,201	Interest	11	
		2,31,949	Interest	3	
		<b>21,97,625</b>			
	BB Hospitality Ventures P Ltd	2,589	Interest	122	Default has been made good during the year.
		2,589			
	Britonna Hotel & Yacht Club P Ltd	1,70,119	Interest	7	Default has been made good during the year.
		1,99,312	Interest	110	
		2,15,467	Interest	18	
		55,028	Interest	90	
		<b>6,39,926</b>			
	Cash U Drive Marketing P Ltd	1,94,250	Interest	365	Default has been made good during the year.
		1,89,000	Interest	274	
		1,89,000	Interest	182	
		1,89,000	Interest	90	
		<b>7,61,250</b>			
	Chirag Associates P Ltd.	63,000	Interest	122	Loan along with interest has been squared up before the date of signing of balance sheet .
		63,000	Interest	153	
		63,000	Interest	162	
		1,89,000	Interest	90	
		<b>3,78,000</b>			
	Indication Instruments Ltd	3,25,000	Interest	301	Default has been made good before the date of signing of balance sheet.
		3,25,000	Interest	209	
		3,25,000	Interest	117	
		<b>9,75,000</b>			

## NOTES TO THE FINANCIAL STATEMENTS

Nature of borrowing, including debt securities	Name of lender	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
	Mega Cabs P Ltd	17,38,517	Interest	12	Default has been made good during the year.
		17,70,458	Interest	2	
		<b>35,08,975</b>			
	Sahyog Prop. P Ltd	12,27,031	Interest	7	Loan along with interest has been squared up before the date of signing of balance sheet .
		7,83,715	Interest	1	
		9,05,002	Interest	25	
		8,62,928	Interest	7	
		<b>37,78,676</b>			
	Sanya Resorts & Hospitality P Ltd	47,897	Interest	182	Default has been made good during the year.
		4,70,041	Interest	90	
		<b>5,17,938</b>			
	VIG K Finance P Ltd	52,500	Interest	122	Default has been made good during the year.
		52,500	Interest	153	
		52,500	Interest	162	
		52,500	Interest	123	
		52,500	Interest	94	
		52,500	Interest	63	
		52,500	Interest	49	
		52,500	Interest	31	
		<b>4,20,000</b>			
	<b>Grand Total</b>	<b>1,35,99,472</b>			

## NOTICE

Notice is hereby given that the 37th Annual General Meeting ("AGM") of the Members of M/s Mega Corporation Limited will be held on Saturday, the 24th day of September, 2022 at 11:30 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March, 2022 including audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.
2. To appoint a Director in place of Ms. Abhilasha Lalani (DIN: 08680539), who retires by rotation and, being eligible, offers himself for re-appointment.

Based on term of Appointment, Executive and Non-Executive Directors are liable to retire by rotation. Ms. Abhilasha Lalani, Non-Executive Non Independent Director who is liable to retire by rotation being eligible, seeks reappointment. The Board recommended his reappointment.

**"RESOLVED THAT** pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the company be and is hereby accorded to the reappointment of Ms. Abhilasha Lalani as Director, who is liable to retire by rotation.

3. To consider Ratification of Appointment of Statutory Auditors and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the appointment M/s AGMS & Co., Chartered Accountants, as the statutory auditor of the Company for the period of 5 (Five) years and who shall hold office till the conclusion of the Annual General Meeting to be held in the year 2026, at such remuneration plus goods and service tax, out-of-pocket, travelling and living expenses, etc.as may be mutually agreed between the Board of Directors of the Company and the Auditors be and is hereby ratified."

### SPECIAL BUSINESS:

4. To appointment of Mr. Surender Kumar Chhajera (DIN: 00672769) as a Director:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions 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) Mr. Surender Kumar Chhajera (DIN: 00672769), who was appointed as Additional Director on 28th October, 2021 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** Directors and Company Secretary of the Company, be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**By Order of the Board  
For MEGA CORPORATION LIMITED**

**Place: New Delhi**

**Date: 31st August, 2022**

**Sd/-  
(Surendra Chhalani)  
Director and CFO DIN: 00002747  
House No. 246, Sector 31, Faridabad-121003**

**Notes:**

In view of the continuing COVID-19 pandemic, social distancing norms to be followed and the ongoing restriction on movement of individuals at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively and General Circular No.02/2021 dated January 13, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 37th (Thirty Seventh) AGM of the Company is being conducted through Video Conference (VC) / Other Audio Visual Means (OAVM), which does not require physical presence of Members at a common venue, in compliance with the aforesaid MCA Circulars and SEBI Circulars. In terms with the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the venue of the 36th (Thirty Sixth) AGM shall be deemed to be the Registered Office of the Company situated at NSIC Complex, Maa Anandmayee Marg, Okhla Industrial Area-III, New Delhi-110020.

Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 37th (Thirty Sixth) AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.

This notice is sent to all the members whose name appears as on 27th August, 2022 in the Register of Members

1. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. The Annual Report 2021-22 is being sent through electronic mode only to those members whose email address are registered with the Company/Depository Participant(s). Pursuant to circular no. 20/2020 dated 05th May, 2020 issued by MCA dispatch of Physical copy of annual report is dispensed.
3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
4. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the Special Businesses as set out above is annexed hereto and form part of this notice.
5. Additional Information, pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, In respect of the directors seeking appointment/ re-appointment at the AGM, is furnished as annexure to the Notice.
6. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and in case the shares are held in physical form to the Company's Registrar and Share Transfer Agents,
7. The Notice for the Annual General Meeting and the Annual Report will be available for inspection at the Registered Office of the Company on all working days in business hour up to the date of Annual General Meeting. The above said shall also be available on the Company's website at [www.megacorppltd.com](http://www.megacorppltd.com) and on the website of the Link Intime India Private Limited at [www.linkintime.co.in](http://www.linkintime.co.in) for inspection and downloading by the shareholders of the company.
8. To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically. Members seeking further information on the Accounts or any other matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their de-mat account. Member holding shares in physical form can submit their PAN details to the Company at the Registered Office of the Company.

10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The Register of Members and Share Transfer Books shall remain closed from 18.09.2022 to 24.09.2022 (Both days inclusive).
12. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [cs@megacorppltd.com](mailto:cs@megacorppltd.com) with a copy marked to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).
13. The Board of Directors has appointed Mr. Vikash Gupta, Practicing Company Secretary as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.
14. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within 24 hours from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other Key Managerial Personnel who shall countersign the same and declare the results of the voting within 48 hours of conclusion of Annual General Meeting.
15. The results declared along with the report of Scrutinizer shall be placed on the website of the Company [www.megacorppltd.com](http://www.megacorppltd.com) and on the website of Link Intime India Private Limited [www.linkintime.co.in](http://www.linkintime.co.in) immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.
16. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in). However, if he / she is already registered with LIPL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
17. The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of the 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting.
18. Voting through electronic means:

**Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - Select the “**Company**” and “**Event Date**” and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
  - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
  - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
  - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
  - Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on [cs@megacorppltd.com](mailto:cs@megacorppltd.com) or [info@megacorppltd.com](mailto:info@megacorppltd.com) created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

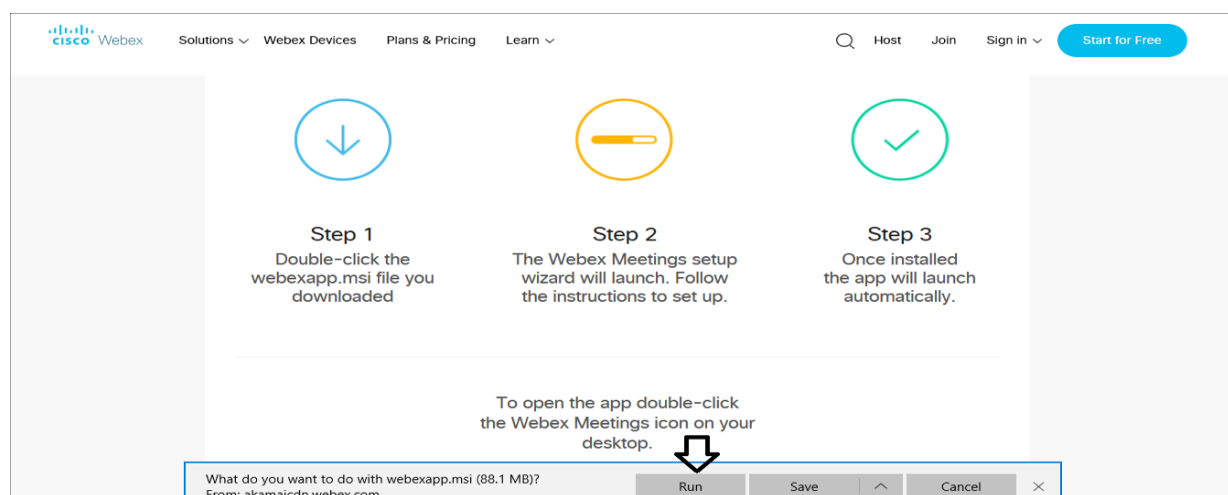
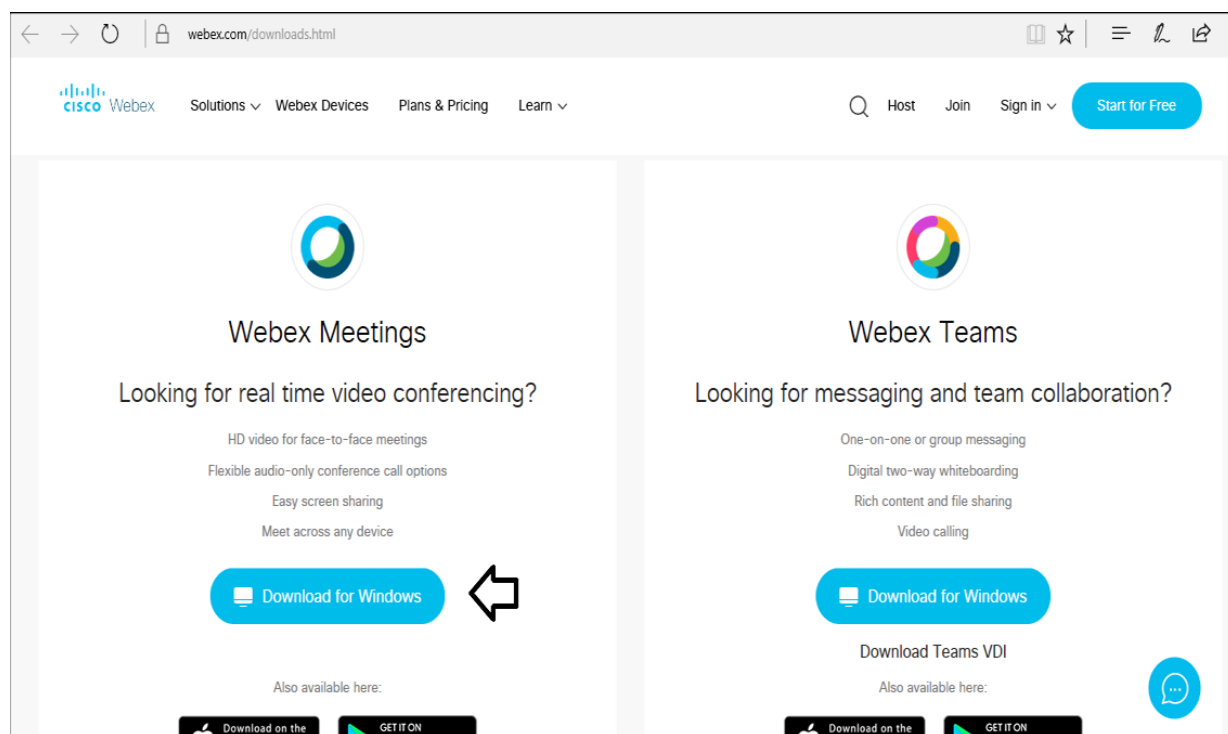
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## Annexure

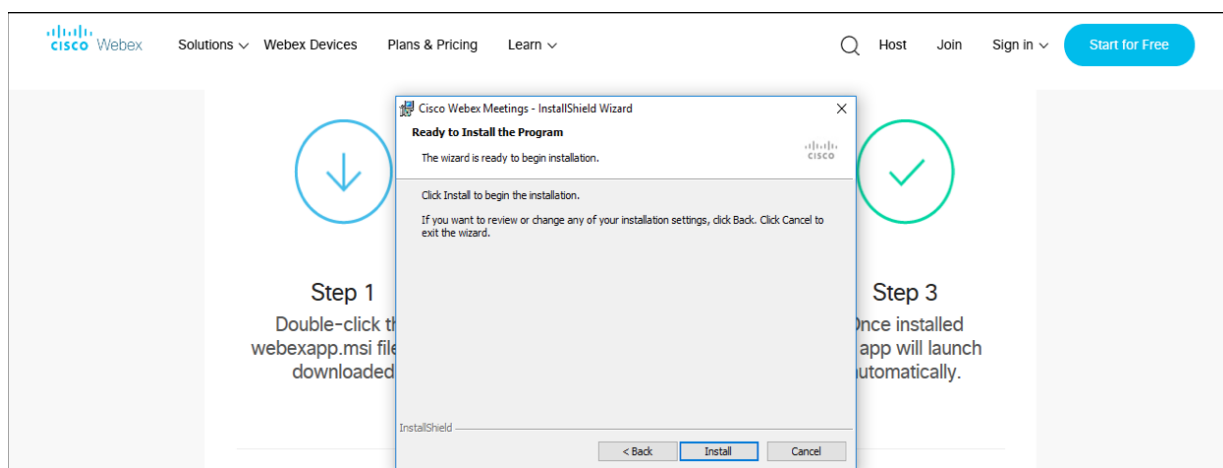
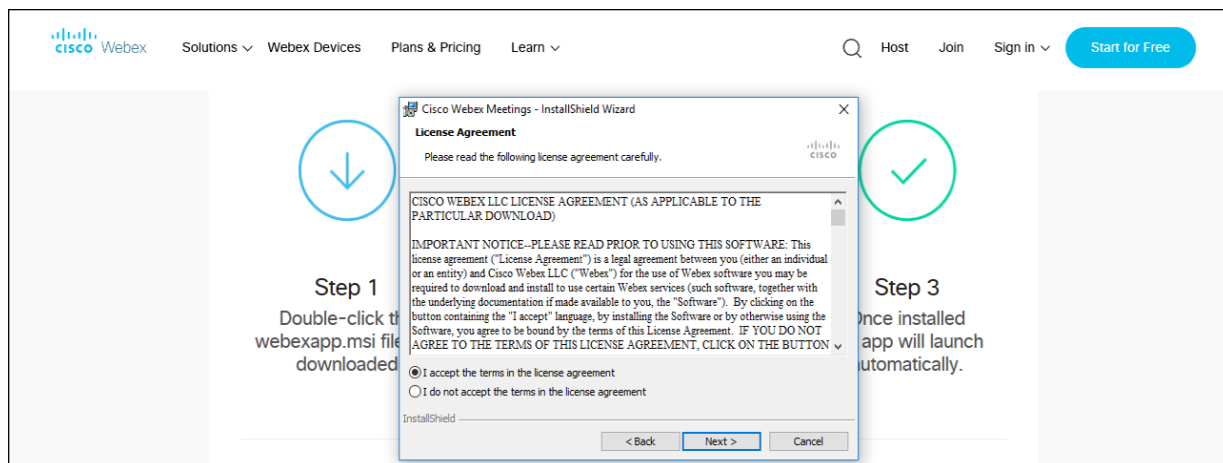
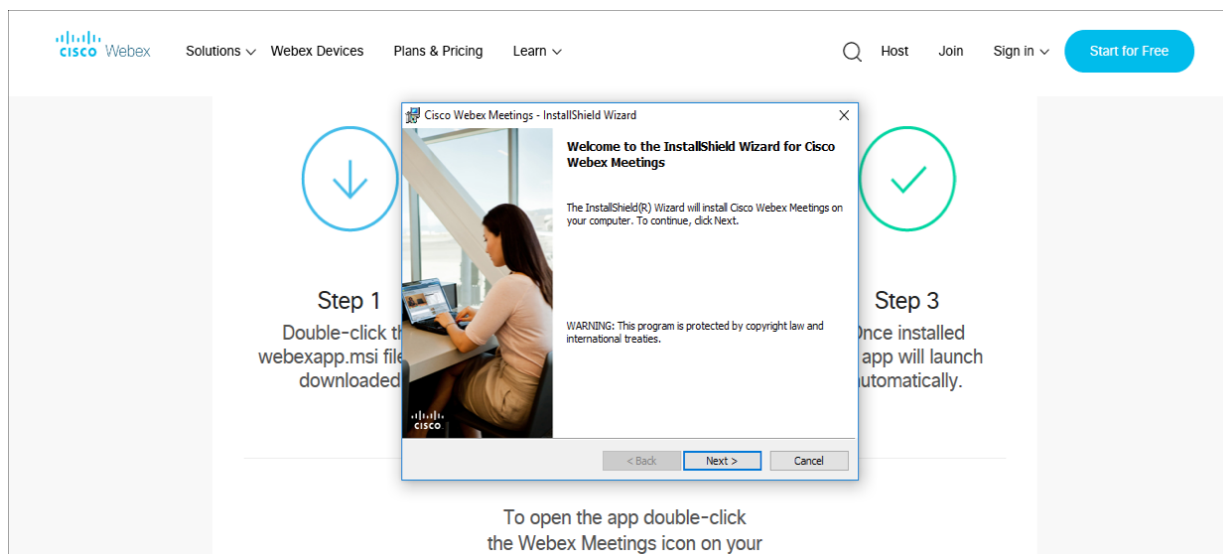
Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>







or

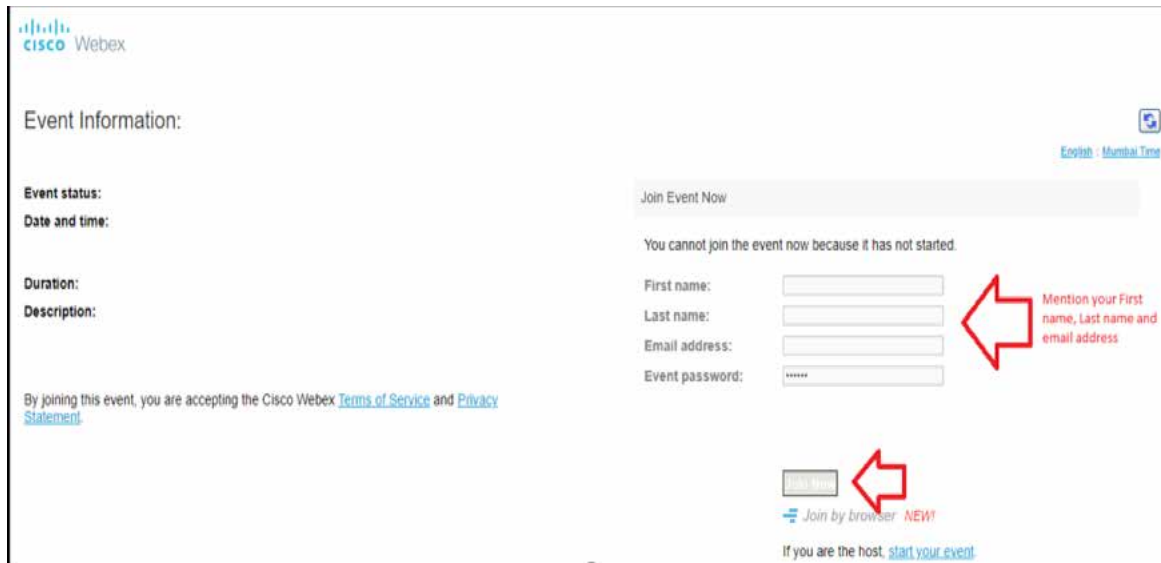
**Step 1** Enter your First Name, Last Name and Email ID and click on **Join Now**.

**1 (A)** If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

**1 (B)** If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on **Join Now**

If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



**By Order of the Board  
For MEGA CORPORATION LIMITED**

**Place: New Delhi  
Date: 31st August, 2022**

**Sd/-  
(Surendra Chhalani)  
Director and CFO DIN: 00002747  
House No. 246, Sector 31, Faridabad-121003**

**Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

**1. Individual Shareholders holding securities in demat mode with NSDL**

- 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- 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://eservices.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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**2. Individual Shareholders holding securities in demat mode with CDSL**

- Existing users who have opted for Easi / Easiest, 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 Easiestare <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://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. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**3. Individual Shareholders (holding securities in demat mode) login through their depository participants**

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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form is given below:**

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

- A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the RTA/ Company shall use the sequence number provided to you, if applicable).
- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

*\*Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

#### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

#### **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22- 23058542-43.

#### **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- ▶ Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- ▶ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

## EXPLANATORY STATEMENT

**Annexed to the Notice convening the 37th Annual General Meeting to be held on Saturday the 24th day of September, 2022.**

The Board of Directors of the Company ('the Board') at the meeting held on 28th October, 2021, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the regularization of appointment of **Mr. Surender Kumar Chhajer** as Directors of the Company from the conclusion of this Annual General Meeting, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to their respective appointment.

The Committee and the Board are of the view that, the knowledge and experience of **Mr. Surender Kumar Chhajer**, it would be beneficial for the company to Regularize the appointment of **Mr. Surender Kumar Chhajer** as Director of the company under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Listing Regulations 2015. In the opinion of the Board, **Mr. Surender Kumar Chhajer** fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as Directors.

Consent of the Members by way of Ordinary Resolution is required for appointment of **Mr. Surender Kumar Chhajer**, as Director in terms of Section 149 of the Act.

Requisite Notices under Section 160 of the Act proposing the appointment of **Mr. Surender Kumar Chhajer** have been received by the Company, and consents have been filed by **Mr. Surender Kumar Chhajer** pursuant to Section 152 of the Act.

None of the directors are concerned or interested in the resolution set out at item No. 4 of the Notice. The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members.

### DETAILS OF DIRECTORS SEEKING APPOINTMENT AS DIRECTOR AT FORTHCOMING ANNUAL GENERAL MEETING

**(Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India.)**

<b>Name</b>	Mr. Surender Kumar Chhajer
<b>Date of Birth</b>	07.07.1954
<b>Age</b>	68 YEARS
<b>DIN</b>	00672769
<b>Qualification</b>	Graduate
<b>Expertise in specific functional areas</b>	Mr. Surender Kumar Chhajer is an Engineering Graduate and having 45 years of experience.
<b>Terms and Conditions of appointment along with details of remuneration sought to be paid</b>	Appointed as Director of the company and holds office until resignation given by him or removal by members in the year of rotation.
<b>Last Drawn Remuneration</b>	N.A.
<b>Date of Appointment</b>	28.10.2021
<b>No. of Board Meetings attended during the year</b>	N.A.
<b>Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)</b>	Directorship on 1 other companies: AARHAM ENGINEERS PRIVATE LIMITED
<b>Number of shares held in the Company</b>	N.A.
<b>Relationship Between Directors inter-se:</b>	None of the directors are related

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**Mega Corporation Limited**

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