

MEGA CORPORATION LIMITED

BALANCE SHEET AS AT MARCH 31, 2022

	Notes	As at 31 March 2022	As at March 31, 2021
ASSETS			
1 Financial Assets			
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
2 Non-Financial assets			
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-financials assets	11	7,17,16,973	7,25,52,240
TOTAL ASSETS		45,27,64,422	45,49,39,230
LIABILITIES AND EQUITY			
Liabilities			
1 Financial liabilities			
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
2 Non-Financial liabilities			
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
3 Equity			
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
Total Liabilities and Equity		45,27,64,422	45,49,39,230

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
CA Chundi Lal Golchha
Partner
M. No. 080597
UDIN: 2203057AJYBV
Place: Vaishali, Ghaziabad
Date: 30-05-2022



For and on behalf of the Board of Directors

Surendra Chahalani
Surendra Chahalani
Director & CFO
DIN: 00002747
Gagan Mahajan
Gagan Mahajan
Company Secretary (ACS 34028)

Kunal Lalani
Kunal Lalani
Director
DIN: 00002756

MEGA CORPORATION LIMITED

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

	Notes	Year Ended 31 March 2022	Year Ended March 31, 2021
Revenue from operations			
(i) Interest Income	19	3,08,78,280	2,71,81,114
(ii) Dividend Income		-	-
(iii) Rental Income	20	1,09,900	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		-	-
(vii) Sale of Services		1,57,442	2,76,500
(ix) Others		-	-
(I) Total Revenue from operations		<u>3,13,35,722</u>	<u>2,77,57,614</u>
(II) Other income	21	<u>(80,117)</u>	<u>6,77,108</u>
(III) Total Income (I+II)		<u>3,12,55,605</u>	<u>2,84,34,722</u>
Expenses			
(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	20,61,292	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	15,54,616	35,54,456
(xi) Other expenses	25	23,69,748	20,29,607
(IV) Total expenses		<u>3,06,45,335</u>	<u>2,42,75,604</u>
(V) Profit/(Loss) before exceptional item and tax (III - IV)		<u>6,10,270</u>	<u>41,59,118</u>
(VI) Exceptional item		-	-
(VII) Profit before tax (V - VI)		<u>6,10,270</u>	<u>41,59,118</u>
(VIII) Tax expense:			
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>
(IX) Profit/(Loss) for the period from continuing operations (VII - VIII)		<u>(6,04,371)</u>	<u>(28,98,001)</u>
(X) Profit/(Loss) for the period from discontinued operations		-	-
(XI) Tax Expense of discontinued operations		-	-
(XII) Profit/(Loss) for the period from discontinued operations after tax (X - XI)		-	-
(XIII) Profit/(Loss) for the period (IX + XII)		<u>16,04,371</u>	<u>(28,98,001)</u>
(XIV) Other comprehensive income			
(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		-	-
(ii) Income tax relating to items that will be reclassified to profit and loss		-	-
Total other comprehensive income		<u>2,76,918</u>	<u>2,79,784</u>
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		-	-
Total other comprehensive income (Net of Tax)		<u>-</u>	<u>-</u>
(XV) Total comprehensive income for the year (XIII + XIV)		<u>18,81,290</u>	<u>(26,18,217)</u>
(XVI) Earnings per equity share:			
(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 GMS & CO
Chartered Accountants
Firm Registration No. 021141N

CA Chonni Lal Gochha
Partner

M. No. 090597

UDIN: 22-080597-A-111111

Place: Delhi

Date: 30-05-2022

For and on behalf of the Board of Directors

Burendra Chhulani

Director & CFO

DIN: 00002247

Ronal Lalani

Director

DIN: 00002756

Sagan Anandhan
Company Secretary (ACS 34028)

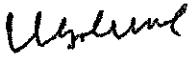
MEGA CORPORATION LIMITED

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

PARTICULARS		As on March 31, 2022	As on March 31, 2021
1	Cash flow from operating activities :-		
	Profit for the year	6,10,270	41,59,118
	Adjusted for:		
	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
	Operating Profit / (loss) before working capital changes	62,34,547	34,50,890
	Changes in Assets and Liabilities		
	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
	Cash generated from operations	85,71,195	(4,76,79,574)
	Add: Amount received on merger of subsidiary company	-	-
	Less : Taxation paid /refund (net off)	-	(64,63,601)
	Net cash from operating activities	85,71,195	(5,41,43,175)
2	Cash flow from Investing activities		
	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)
3	Cash flow from financing activities		
	Proceeds from short-term borrowings	(63,14,838)	5,59,62,283
	Net cash used in financing activities	(63,14,838)	5,59,62,283
	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	88,87,255	16,80,305

The accompanying notes are integral part of the


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


CA Chinni Lal Golchha
Partner
M. No. 080597


UDIN: 22080597AJYBV
Place: Vaishali, Ghaziabad
Date: 30/05/2022



For and on behalf of the Board of Directors


Surendra Chhalani
Director & CFO
DIN: 00002747


Kunal Lalani
Director
DIN: 00002756


Gagan Mahajan
Company Secretary (ACS 34028)



(Rs. In Lakhs except per share data)

STANDALONE						
SL	Particulars	Quarter/Period Ended			Year Ended	
		(Audited)	(Unaudited)	(Audited)	(Audited)	
		31.03.2022	31.12.2021	31.03.2021	31.03.2022	31.03.2021
(I)	Total Revenue from operations	66.02	82.84	61.26	308.78	271.81
(II)	Other Operating Income	-	0	(0.10)	3.00	3.50
(III)	Total Income (I + II)	66.03	82.84	61.16	311.78	275.31
(IV)	Total Expenses (IV)	38.71	18.55	20.81	101.10	81.31
(V)	Profit/(Loss) from operations before other Income, Finance costs & Exceptional Item (III-IV)	27.32	64.29	40.35	210.68	194.00
(VI)	Other Income	(0.80)	0.17	8.98	0.77	9.03
(VII)	Profit/(Loss) from ordinary activities before Finance costs and Exceptional Items (V+VI)	26.52	64.46	49.33	211.45	203.03
(VIII)	Finance Cost	33.95	59.33	46.66	205.35	161.44
(IX)	Profit/(Loss) from ordinary activities after Finance costs but before Exceptional Item (VII-VIII)	(7.42)	5.14	2.67	6.10	41.59
(X)	Exceptional item (see note 40)	-	-	-	-	-
(XI)	Profit/(Loss) from ordinary Activities before Tax (IX-X)	(7.42)	5.14	2.67	6.10	41.59
(XII)	Tax Expenses	-	-	-	-	-
	(1) Current tax	-	-	-	-	-
	(2) Deferred tax	(9.94)	-	(11.48)	(9.94)	(11.48)
	(3) Taxes relating to prior years	-	-	82.05	-	82.05
	(4) MAT Credit entitlement	-	-	-	-	-
	Total Tax Expenses	(9.94)	-	70.57	(9.94)	70.57
(XIII)	Net Profit from ordinary Activities after Tax (XI-XII)	2.52	5.14	(67.90)	16.04	(28.98)
(XIV)	Extraordinary Items (Net)	2.77	-	2.8	2.77	2.80
(XV)	Net Profit/Loss for the period (XIV-XIII)	5.29	5.14	(65.10)	18.81	(26.18)
(XVI)	Paid up Equity Capital (FV of Rs. 1/- each)	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00
(XVII)	Earning per equity share (quarterly figures are not annualised)	-	-	-	-	-
	(Face value of Rs. 1 each)	-	-	-	-	-
	Basic (Rs.)	0.02	0.01	0	0.02	(0.03)
	Diluted (Rs.)	0.02	0.01	0	0.02	(0.03)

Notes:-

- (1) The above unaudited results, reviewed by the Audit Committee were taken on record, by the Board of Directors in the meeting held on 30th May 2022.
- (2) Provision for Taxation & Deferred tax adjustment will be considered at the end of the year.
- (3) Previous Year/ Qtrs. Have been regrouped/ rearranged, wherever necessary.
- (4) Status of Investor Complaints: Pending as on 31.03.2022 NIL, Received : NIL, Resolved: NIL, Pending as on 31.03.2022: NIL

For Mega Corporation Limited

Surendra Chhalani

CFO/Director

DIN: 00002747

Place:- New Delhi

Date:- 30.05.2022



Independent Auditor's Report

To the Members of **Mega Corporation Limited**

Report on the Audit of the Ind AS Financial Statements

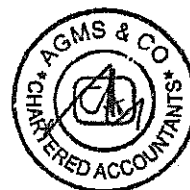
Opinion

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.

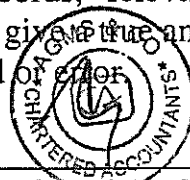
Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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.

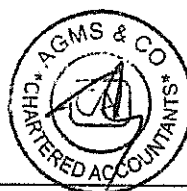
Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

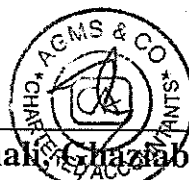
1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the 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.





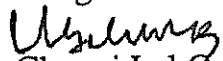
A G M S & CO
Chartered Accountants

- 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 it's 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 it's 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


CA Chunni Lal Golchha

Partner

M No. 080597

UDIN: 22080597AJY6VT8837

Date: 30th May 2022

Place: Vaishali, Ghaziabad





Annexure 'A'

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.

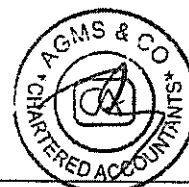
(d) The total amount overdue for more than ninety days is Rs.12,03,945/- and reasonable steps have been taken by the company for recovery of the principal and interest.

(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
As per annexure 1					

- (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.





A G M S & CO
Chartered Accountants

- (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

Ugchha

CA Chunni Lal Golchha
Partner

M No. 080597

UDIN: 22080597AJy0VT 8 837

Date: 30th May 2022

Place: Vaishali, Ghaziabad





Annexure 'B'

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")

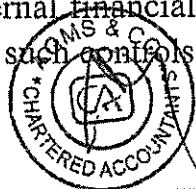
We have audited the internal financial controls over financial reporting of Mega Corporation Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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.





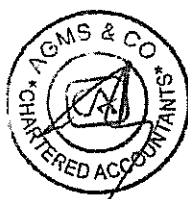
Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal 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

Ugdeung

CA Chunni Lal Golchha
Partner

M No. 080597

UDIN: 22080597AJYBVT8837

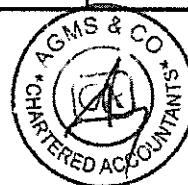
Date: 30th May 2022

Place: Vaishali, Ghaziabad



Annexure 1 to Clause 3(ix)(a) - 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.
		281,250	Interest	264	
		61,582	Interest	242	
		419,493			
	Anand Power Pvt. Ltd.	318,855	Interest	2	Default has been made good during the year.
		297,370	Interest	4	
		305,988	Interest	4	
		295,816	Interest	4	
		255,893	Interest	4	
		243,553	Interest	1	
		248,201	Interest	11	
		231,949	Interest	3	
		2,197,625			
	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	170,119	Interest	7	Default has been made good during the year.
		199,312	Interest	110	
		215,467	Interest	18	
		55,028	Interest	90	
		639,926			
	Cash U Drive Marketing P Ltd	194,250	Interest	365	Default has been made good during the year.
		189,000	Interest	274	
		189,000	Interest	182	
		189,000	Interest	90	
		761,250	Interest		
	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	
		189,000	Interest	90	
		378,000			
	Indication Instruments Ltd	325,000	Interest	301	Default has been made good before the date of signing of balance sheet.
		325,000	Interest	209	
		325,000	Interest	117	
		975,000			
	Mega Cabs P Ltd	1,738,517	Interest	12	Default has been made good during the year.
		1,770,458	Interest	2	
		3,508,975			
	Sahyog Prop. P Ltd	1,227,031	Interest	7	Loan along with interest has been squared up before the date of signing of balance sheet .
		783,715	Interest	1	
		905,002	Interest	25	
		862,928	Interest	7	
		3,778,676			
	Sanya Resorts & Hospitality P Ltd	47,897	Interest	182	Default has been made good during the year.
		470,041	Interest	90	
		517,938			



Annexure 1 to Clause 3(ix)(a) - 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
	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	
		420,000			
	Grand Total	13,599,472			

