



Annual Report

2015

MEGA FIN (INDIA) LIMITED

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Unit No. A1, 4th Floor, Cnergy,
Appa Saheb Marathe Marg,
Prabhadevi, Mumbai - 400025

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CORPORATE INFORMATION

	MANAGEMENT TEAM
•	Ajay S Mittal Director
•	AMIT RAMESH CHANDRA SHETH Non- Executive Independent Director
•	SANJAY PARMESHWAR MITTA Director
•	SANJAY KUMAR PARCHANI Non- Executive Independent Director
•	Shweta Atul Phanse Women Director
•	AUDITORS M/s. Kankani Jain Chopra & Chartered Accountants Statutory Auditor
•	COMPLIANCE OFFICER Shweta Phanse
•	Aabid & Co., Company Secretaries Secretarial Auditor Capital One Advisory LLP 12, 4th Floor, Sai Sadan 68, Janma Bhoomi Marg Fort, Mumbai - 400 001

LIST OF BANKERS
Alibaug Co-op Bank National Co-op Bank Canara Bank Ltd. HDFC Bank Ltd.

NOTICE

NOTICE IS HEREBY GIVEN THAT the 33rd Annual General Meeting (AGM) of the members of Mega Fin (India) Limited is scheduled to be held on Wednesday, September 30, 2015 at 3:00 P. M. at Unit No. A1, 4th Floor, Chenergy, Appa Saheb Marathe Marg, Prabhadevi, Mumbai-400025 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and reports of the Board of Directors and of the Auditors thereon.
2. To appoint a Director in place of Mr. Ajay S Mittal (DIN 00226355), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to the provisions of Sections 139(1), 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. Kankani Jain Chopra and Company, Chartered Accountants (Firm Registration No. 138552W) as Statutory Auditors of the Company, approved in the 32nd Annual General Meeting until 34th Annual General Meeting, is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Directors.’’

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mrs. Shweta Phanse (DIN: 07146218), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31.03.2015, in terms of section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.’’

5. **Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013**

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

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), rules and regulations made thereunder, the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association , a copy of which is placed before the meeting and duly initialled by the Chairman for the purposes of identification and the said new Articles of Association be and is hereby approved and adopted in place of, in substitution and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors of
Mega Fin (India) Limited

Registered Office:

Unit No. A1, 4th Floor, Cnergy,
Appa Saheb Marathe Marg,
Prabhadevi, Mumbai - 400025

Sd/-
Shweta Phanse
Director
DIN: 07146218

Date: 16th May, 2015

Place: Mumbai

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Explanatory Statement under Section 102 of the Companies Act, 2013, in respect of the Special Business at Item No. 4 and 5 of the accompanying Notice are annexed hereto.

4. The details of Directors proposed for appointment/ re-appointment under Item Nos. 2, 4 and 5 of the Notice, as per requirement of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, are provided in the explanatory statement and annexure to the notice.
5. A statement giving the details of the Director seeking re-appointment under item no. 2 of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is Annexure 1.
6. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at Company's Registered Office on all working days (except 2nd & 4th Saturdays, Sundays and Public Holidays) between 11:00 a. m. to 1:00 p.m. upto the date of the Annual General Meeting.
8. The Register of Members and Share Transfer Books will remain closed from Monday, the 28th September, 2015 to Wednesday, the 30th September, 2015 (both days inclusive).
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
10. Electronic copy of the Annual Report for the year 2014-15 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant (s) and have given their consent to receive the same through electronic means. Members other than above, physical copies of the Annual Report are being sent by the permitted mode.
11. Electronic copy of the Notice of the 33rd Annual General Meeting of the Company, inter-alia, indicating the process and manner for e-voting, along with the Attendance Slip and Proxy Form is being sent by electronic mode to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. Members other than above, physical copies of the Notice of the 33rd Annual general Meeting of the , inter-alia, indicating the process and manner for e-voting, along with the Attendance Slip and Proxy Form is being sent by the permitted mode.

12. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for the year 2014- 2015 will be available on the website of the Company www.megafinindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered office on all working days (except 2nd & 4th Saturdays, Sundays and Public Holidays) between 11:00 a. m. to 1:00 p.m.
13. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@megafinindia.com
14. Members/Proxies should bring duly filled in Attendance Slip in the form annexed hereto and tender the same at the entrance of the meeting hall.
15. Members are requested to bring their copy of the Annual Report at the meeting.
16. Representative of corporate members should send/carry a duly certified copy of the Board Resolution/Power of Attorney authorizing the attendance and voting at the meeting.
17. Members are requested to send their queries, if any, at least seven days in advance to the extent possible, so that the information could be made available at the meeting.
18. Members are requested to notify change, if any, in its/his/her address to the Registrar & Share Transfer Agents of the Company quoting their folio number or to their respective Depository Participant, as the case may be, regarding shares held in physical or electronic form.
19. Members are requested to send all the correspondence concerning registration of transfers, transmissions, subdivision, consolidation of share certificates or any other share related matters to M/s. Bigshare Services Private Ltd., Registrar & Share Transfer Agents, E/2 Ansa Industrial Estate, Saki Vihar Road, Andheri (East), Mumbai-400072.
20. Members desirous of making a nomination in respect of their shareholding in physical form under Section 72 of the Companies Act, 2013, are requested to send the same to the Company's Registrar & Share Transfer Agents in the prescribed form.
21. Non-resident Indian Members are requested to inform M/s Bigshare Services Private Ltd. the Company's Registrar & Share Transfer Agents immediately of the following:
 - a. The change in the residential status upon return to India for permanent settlement;
 - b. The particulars of the bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number.

22. The Company also request you to update your email address with your Depository Participant to enable us to send you the communications via email.
23. The businesses as set out in the Notice may be transacted through electronic voting system under Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014. The Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.
- (I) The voting through electronic means will commence on Monday, 28th September, 2015 at 09:00 a.m. and will end on Tuesday, 29th September, 2015 at 6:00 p.m. The Members will not be able to cast their vote electronically beyond the date and time mentioned above. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) i.e. September 23, 2015 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - (II) The Company has appointed M/s. Aabid And Co., Company Secretaries to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
 - (III) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - (IV) The facility for voting through Polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper
 - (V) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
 - (VI) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.megafinindia.com and on the website of CDSL at www.evotingindia.com within two days of the passing of the resolutions at the Thirty Third AGM of the Company and communicated to the BSE Limited, where the shares of the Company are listed.

(VII) The procedure and instructions for the voting through electronic means is, as follows:

The voting period begins at 9.00 A.M. on 28th September, 2015 and ends at 6.00 P.M. on 29th September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- i) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- ii) Now click on "Shareholders" to cast your votes
- iii) User-ID For Members holding shares in Demat Form:-
 - a) For CDSL: – 16 digits beneficiary ID
- For Members holding shares in Physical Form:-
 - a) Folio Number registered with the Company
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

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

- vii) After entering these details appropriately, click on "SUBMIT" tab
- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE OF THE 33rd ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF COMPANIES ACT 2013,

For Item No. 4

The Board of Directors of the Company at its meeting held on 31st March, 2015 had appointed Mrs. Shweta Phanse (DIN: 07146218), as Additional Director who holds her office only upto this Annual General Meeting. Pursuant to provisions of section 161(1) and other applicable provisions of the Companies Act, 2013 and Articles of Association, the Company has received a notice from a shareholder proposing her candidature for the office of Director along with requisite deposit.

A brief Profile of Mrs. Shweta Phanse:

Mrs. Shweta Phanse is a graduate in Bachelor of Arts (Honours) from Mumbai University and is also very active with various social reform organizations across India like Sai Ganesh Welfare Association-Social Activity – Advisory Committee, Chandra sany Kayastha Prabhu Samaj- Borivali - Committee Member and CKP Samaj va Devasthan Trust-Murud Janjira- Life Member

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommend the Ordinary Resolution set out at item no. 4 of the Notice for approval by the Members.

For Item No. 5

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956. The references to specific Sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

With the enactment of the Companies Act, 2013, it is proposed to adopt the new Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder.

The draft Articles shall be open for inspection by the Members at the registered office of the Company on all working days (except 2nd & 4th Saturdays, Sundays and Public Holidays) between 11:00 a. m. to 1:00 p.m. upto the date of ensuing Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommend the Special Resolution set out at item no. 5 of the Notice for approval by the Members.

ANNEXURE- I

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT ENTERED WITH THE STOCK EXCHANGES

Name of the Director	Mr. Ajay S Mittal
Date of Birth	28/06/1965
Date of Appointment on the Board	12/12/1991
Qualification	M.B.A (USA), Bachelor of Commerce (India)
Expertise	Mr. Mittal in his professional career has held key leadership positions in diverse sectors including Commercial and Private Real Estate Development, Financial Services, Manufacturing, International Trading, Information Technology and Global Supply Chain Management. Mr. Mittal received his M.B.A from the United States. He is also very active with various social reform and community service organizations.
Directorship held in other Public companies	<ol style="list-style-type: none"> 1. Arshiya Rail Infrastructure Ltd 2. Arshiya Rail Siding & Infrastructure Ltd 3. Arshiya Transport & Handling Limited 4. Arshiya Industrial & Distribution Hub Ltd 5. Arshiya Northern FTWZ Ltd 6. Arshiya Lifestyle Limited 7. Mega Custodial Services Ltd 8. Mega Meditex Limited* 9. Mega Safe Deposit Vaults Private Limited* 10. Mega Capital Broking Private Limited 11. Arshiya Limited 12. Arshiya Supply Chain Management Private Limited

Committee position held in other companies	<p>Audit Committee:</p> <ol style="list-style-type: none"> 1. Arshiya Industrial & Distribution Hub Ltd.- Member 2. Arshiya Rail Infrastructure Ltd.-Member 3. Arshiya Northern FTWZ Ltd. -Member <p>Remuneration Committee:</p> <ol style="list-style-type: none"> 1. Arshiya Industrial & Distribution Hub Ltd.- Chairman 2. Arshiya Rail Infrastructure Ltd.-Member 3. Arshiya Northern FTWZ Ltd. -Member <p>Risk Management Committee:</p> <ol style="list-style-type: none"> 1. Arshiya Limited-Chairman
Shareholding of Director	7,89,000

* Under liquidation

Name of the Director	Mrs. Shweta Phanse
Date of Birth	21/09/1970
Date of Appointment on the Board	31/03/2015
Qualification	Bachelor of Arts (BA)
Expertise	Mrs. Shweta Phanse is a graduate in Bachelor of Arts (Honours) from Mumbai University and is also very active with various social reform organizations across India like Sai Ganesh Welfare Association-Social Activity –Advisory Committee, Chandra sany Kayastha Prabhu Samaj Borivali - Committee Member and CKP Samaj va Devasthan Trust-Murud Janjira- Life Member.
Directorship held in other Public companies	nil
Committee position held in other companies	nil
Shareholding of Director	nil

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 33th Annual Report together with the Audited Accounts for the financial year ended 31st March, 2015.

1. RESULTS OF OUR OPERATIONS**i.) Summarized Standalone Financial Results- Mega Fin (India) Limited**

Particulars	Year Ended 31.03.2015 (Rs. in Lacs)	Year ended 31.03.2014 (Rs. in Lacs)
Income	1962551	1,040,790
Expenditure	6,862,303	142,580
Profit/(Loss) Before Depreciation and Tax	(4,899,752)	898,210
Depreciation	0	0
Profit/(Loss) Before Tax and Exceptional Items	(4,899,752)	898,210
Exceptional Items (Net)	0	0
Prior period Items(Net)	0	0
Profit/(Loss) After Tax	(4,899,752)	898,210

ii.) Summarized Consolidated Financial Results - Mega Fin (India) Limited and Its Subsidiaries

Particulars	Year Ended 31.03.2015 (Rs. in lacs)	Year ended 31.03.2014 (Rs. in lacs)
Income	1,962,551	1,040,790
Expenditure	6,942,072	154,580
Profit/(Loss) Before depreciation and Tax	(4,979,520)	886,210
Depreciation	0	0
Profit/(Loss) Before Tax and Exceptional Items	(4,979,520)	886,210
Exceptional Items	0	0
Prior Period Adjustments	0	0
Profit/ (Loss) for the year before tax	(4,979,520)	886,210
Net Profit/ (Loss) for the year	(4,979,520)	886,210

The consolidated Financial Statements of the Company are prepared in accordance with relevant Accounting Standards viz. AS-21, AS-23 and AS-27 issued by the Institute of Chartered Accountants of India and forms part of this Annual Report.

iii.) Dividend

In view of losses, the Directors regret their inability to recommend dividend for the financial year ended 31st March 2015.

iv.) Particulars of loans, guarantees or investments by company

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

v.) Fixed Deposits

The Company has not accepted any deposits, within the meaning of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of deposits) Rules, 2014.

vi.) Particulars of Contracts or arrangements made with related party (ies)

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of sections 188 of the Companies Act, 2013 are not attracted. Thus disclosure in Form AOC-2 is not required. Further, there are no material related party transactions during the year under review with Promoters, Directors or Key Managerial Personnel. The Company has developed a Related Party Transactions framework through Standards Operating Procedures for the purpose of identification and monitoring of such transactions.

All Related Party Transactions are placed before the Audit Committee as also before the Board for approval. Omnibus approval was obtained on a quarterly basis for transactions which are of repetitive nature. Transactions entered into pursuant to omnibus approval are audited and a statement giving details of all Related Party Transactions are placed before the Audit Committee and Board for review and approval on a quarterly basis.

The Policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company. The web link of the same has been provided in the Corporate Governance Report. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company.

vii.) Material changes and commitment, if any, affecting the financial position of the company occurred between the end of the financial year to which this financial statements relate and the date of the report

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

viii.) Share Capital

The paid-up equity share capital of the Company as at March 31, 2015 stood at Rs. 9,17,78,500 /- (Rupees Nine Crore Seventeen lakhs Seventy Eight Thousand Five Hundred only)

2. BUSINESS AND FUTURE OUTLOOK:

i.) Business

Mega Fin (India) Limited (MFIL) is a part of the India's leading private sector financial services companies, MFIL the Shares of the Company are listed on Bombay Stock Exchange (BSE) The Company is a core investment Company & has interests in financing and advancing short term and long term loans and credits to individuals, companies or association of individuals, companies or association of individuals by whatever name called,; merchant banking; commercial financing; stock broking; other activities in financial services.

ii.) Subsidiaries and Associates

Your Company has a subsidiary companies 31.03.2015.

During the year, the Board of Directors reviewed the affairs of the subsidiary. In accordance with section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the Company, which form part of the Annual Report. Further a statement containing salient features of the financial statement of our subsidiary in the prescribed format AOC-1 is appended as **Annexure-I** to the Board's Report. The Statement also provides the details of performance, financial positions of each of the subsidiary.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of its subsidiary, are available on our website www.megafinindia.com. These documents will also be available for inspection during business hours at the Registered Office in Mumbai, India.

3. CORPORATE GOVERNANCE

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organisation's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. The Company has been following the principles of good Corporate Governance over the years and lays strong emphasis on transparency, accountability and integrity. As per clause 49 of the listing Agreement entered into with BSE, a separate section on Corporate Governance forms part of this Annual Report.

i.) Number of meetings of the board

The details of the number of meetings of the Board held during the financial year 2014-15 forms

part of the Corporate Governance Report. The intervening gap between any two meetings was within the period prescribed by Clause 49 of the Listing Agreement and the Companies Act, 2013.

ii.) Committees of the Board

Currently the Board have 5 Committees namely Committee of Directors, Audit Committee, Nomination and Remuneration Committee, Share Transfer, Investor Grievances & Stakeholders Relationship Committee and Risk Management Committee. A detailed note on Board and its committees is provided under the corporate governance section to this annual report.

iii.) Board Diversity

The Company recognises and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage difference in thought, perspectives, knowledge, skill, regional and industry experience, cultural and geographical background. The Board has adopted the Policy on Board Diversity which sets out the approach to diversity of the Board of Directors and the same is available on our website www.megafinindia.com.

iv.) Remuneration and Nomination Policy

The Board of Directors of the Company has an optimum combination of Promoter Director and Non-Executive Independent Directors, who have in depth knowledge of the business and industry. The composition of the Board is in conformity the Listing Agreement with the Stock Exchanges and Companies Act, 2013.

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Policy Personnel and Senior Management of the Company. This Policy also lays down criteria for selection and appointment of Board Members. The policy is attached as **Annexure – II** to the Board's Report.

v.) Declaration by Independent Directors

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

vi.) Board evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The performance evaluation of the Chairman and the non-independent Director(s) was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

None of the independent directors are due for re-appointment.

vii.) Programmes for familiarisation of Independent Directors

The details of programmes for familiarisation of Independent Directors with the Company, nature of the Industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company i.e. <http://megafinindia.com/>

viii.) Retirement by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Ajay S Mittal – Director retire by rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting.

Brief details of the Director proposed to be appointed / Re – appointed as required under Clause 49 of the Listing Agreement is provided in the notice of the Annual General Meeting and forms an integral part of this Annual Report.

ix.) Auditors' Certificate on corporate governance

A Certificate from a Practising Company Secretary confirming compliance with the conditions of Corporate Governance under Clause 49 of the listing Agreement is attached as annexure to Corporate Governance Report to this Report.

x.) Directors responsibility statement

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 133(3)(c) of the Companies Act, 2013:

- a)** in the preparation of the annual accounts for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b)** they have 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 at the end of the financial year and of the loss of the company for the year ended on that date;
- c)** the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d)** the annual accounts have been prepared on a going concern basis;
- e)** that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f)** that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

4. AUDIT AND AUDITORS'

i.) Statutory Auditors'

M/s Kankani Jain Chopra & Co., Chartered Accountants, Mumbai, Statutory Auditors of the Company, retires at the ensuing Annual General Meeting and are eligible for reappointment.

Your directors recommend the appointment of M/s. Kankani Jain Chopra & Co., Chartered Accountants (Firm Registration No.: 107556W) as Statutory Auditors of the Company, subject to

approval of the members at the ensuing Annual General Meeting. The Company has received letter from M/s. Kankani Jain Chopra & Co, Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under section 141 of the Companies Act, 2013 and that they are not disqualified for such appointment. The necessary resolution seeking your approval for appointment of Statutory Auditor has been incorporated in the Notice convening the Annual General Meeting.

ii.) Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed Aabid & Co, Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as **Annexure-III** to this Report.

There is no Secretarial Audit qualification for the year under review.

iii.) Significant and material orders passed by the regulators or courts

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

iv.) Internal control systems and their adequacy

Your Company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new/ revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to M/s S. K. Sheth & Associates, a reputed firm of Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken by the management are presented to

the Audit Committee. To maintain its objectivity and independence, the internal Audit function reports to the Chairman of the Audit Committee.

v.) Extract of Annual Return

The details forming part of the extract of Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and administration) Rules, 2014, is included in this Report as **Annexure- IV** and forms an integral part of this Report.

5. CORPORATE SOCIAL RESPONSIBILITY

Your Company sincerely believes that growth needs to be sustainable in a socially relevant manner. Today's business environment especially in India therefore demands that corporates play a pivotal role in shouldering social responsibility. Your Company is committed to its endeavour in social responsibilities for benefit of the community.

6. HUMAN RESOURCES

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business.

The Company has a structured induction process at all locations and management development programs to upgrade skills of managers. Objective appraisal systems based on Key Result Areas (KRAs) are in place for senior management staff.

The Company is committed to nurturing, enhancing and retaining top talent through superior Learning and Organizational Development. This is a part of Corporate HR function and is a critical pillar to support the organization's growth and its sustainability in the long run.

Further statutory disclosures w.r.t. Human Resources are as under:

- i.) As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated and implemented a policy on Sexual Harassment (Wiz as updated on the website of the Company <http://megafinindia.com/>) at workplace with a mechanism of lodging complaints. Its

redressal is placed on the internet for the benefit of its employees. During the year under review, no complaints were reported to the Board.

- ii.) None of the Managerial personnel is being paid any remuneration and hence the information required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not relevant.

None of the employees listed is a relative of any director of the Company. None of the employees hold (by himself or along with his spouse and dependent children) more than two percent of the equity shares of the Company.

Key Managerial Personnel

Sl. No.	Name of the Person	Designation
1	Mr. Ajay S Mittal	Director
2	Mrs. Shweta Phanse	Director
3	Mr. Sanjay Mittal	Director

7. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, forms part of Annual Report

8. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement to report genuine concerns or grievances. The Vigil Mechanism/ Whistle Blower Policy may be accessed on the Company's website i.e.

9. RISK MANAGEMENT

Your Company is well aware of risks associated with its business operations and various projects under execution. Comprehensively risk management system is being put in place involving

classification of risk, adoption of risk mitigation measures and a strong mechanism to deal with potential risks and situation leading to rise of risks in an effective manner.

Senior Professionals conversant with risk management systems have been entrusted with the said task with a brief to implement the risk management.

10. HEALTH, SAFETY AND ENVIRONMENT:

As a responsible corporate citizen, your Company lays considerable emphasis on health, safety aspects of its human capital, operations and overall working conditions. Thus being constantly aware of its obligation towards maintaining and improving the environment, all possible steps are being taken to meet the toughest environmental standards on pollution, effluents, etc. across various spheres of its business activities.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Information under Section 133 (3)(m) of the Companies Act, 2013 read with Rule 8 of Company (Accounts) Rules, 2014 is not applicable to your Company. There neither were any earnings nor outgo of Foreign Exchange.

12. STATUTORY INFORMATION

The Business Responsibility Reporting as required by Clause 55 of the Listing Agreement with the Stock Exchanges is not applicable to your Company for the financial year ended March 31, 2015.

13. APPRECIATION

Your Directors wish to place on record their appreciation for the assistance, support and co-operation received from Government of India, the State Governments and other Government agencies and departments, investors, bankers, financial institutions and all other stakeholders.

Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

For and on behalf of the Board of Directors of
Mega Fin (India) Limited

Ajay S Mittal

Director

DIN: 00226355

Place: Mumbai

Dated: 16th May, 2015

CORPORATE GOVERNANCE REPORT

INTRODUCTION:

Clause 49 of the Listing Agreement executed with the Stock Exchange(s), inter alia, lists down various corporate governance related practices and requirements, which listed companies are required to adopt and follow. This Report outlines the governance practices followed by the Company in compliance with the said requirements of the Listing Agreement.

PHILOSOPHY ON CORPORATE GOVERNANCE:

The Corporate Governance philosophy of the Company is driven by the following fundamental principles which ensure:

- conduct of the affairs of the Company in an ethical manner;
- transparency in all dealings;
- highest level of responsibility and accountability in dealing with various stakeholders of the Company;
- compliance with applicable statutes and regulations;
- timely dissemination of all price sensitive information and matters of interest to stakeholders through proper channel.

The Company firmly believes in good corporate governance and endeavours to implement the Code of Corporate Governance in its true spirit. The philosophy of the Company in relation to corporate governance is to ensure transparency in all its operations, make disclosures, and enhance shareholder value without compromising in any way on compliance with the laws and regulations. The Company believes that good governance brings about sustained corporate growth and long-term benefits for stakeholders.

BOARD OF DIRECTORS (“Board”)**Composition of Board:**

The Board consists of non-executive Directors, who have in depth knowledge of the business and industry in addition to expertise in their areas of specialization. As at 31st March, 2015, the Company has five Directors on its Board with Promoter Director as Chairman, one Executive Director, one Woman Director, and two Non-Executive Independent Directors. All the Independent Directors have confirmed that they meet the 'Independence' criteria as mentioned under Clause 49 of the Listing Agreement and also as mentioned under Companies Act, 2013.

None of the Directors hold directorship in more than ten public limited companies or act as an Independent Director in more than seven Listed Companies, none of the Directors acts as a member of more than ten Committees or Chairman of more than five Committees as on March 31, 2015 across all public limited companies in which they are Directors.

During the financial year 2014-15, Six Meetings of the Board of Directors were held on following days: May 30, 2014; May 31, 2014 August 14, 2014; November 14, 2014; February 12, 2015 and March 30, 2015 with the time gap between any two consecutive Meetings being not more than four months at any point in time.

The names and categories of the Directors on the Board, their attendance at the Board Meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other companies are given herein below. Other Directorships do not include directorships in Private Limited Companies, Section 25 Companies and Companies incorporated outside India. Chairmanships of Board Committees include only Audit and Share Transfer and Investor Relations Committee.

*Appointed as Additional Woman Director as on 31st March, 2015

PD: Promoter Director, WD: Woman Director, ED: Executive Director: NEI: Non Executive Independent Director

Sr. No.	Name of the Director	Category	Number of Board meeting during the Yr. 2014 - 2015 Director's Attendance		Directorships in other Public Companies	Membership / Chairmanship of Committees in other Public Companies		Attendance at the A.G.M Held on 10th September, 2014
			Hel d	Attende d		Chairman	Membershi p	
1	Mr. Ajay S Mittal	PD	6	6	9	1	1	Present
2	Mr. Sanjay S Mittal	PD	6	6	6	-	-	Present
3	Mr. Amit Sheth	NEI	6	5	3	1	-	Present
4	Mr. Sanjay Parchani	NEI	6	5	0	-	-	Present
5	Mrs. Shweta Phanse *	WD	6	N.A.	0	-	-	N.A.

N.A. i.e. Not Applicable denotes that the concerned Director was not member of the Board at the time of respective Meetings.

Independent Directors:

The Company abided by definition of Independence as per clause 49 of the Listing Agreement and according to the Provision of Section 149 (6) of the Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

Training of Independent Directors:

Whenever new Non-Executive and Independent Director(s) are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risk and management strategy.

A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Agreement has been issued and disclosed on the website of the Company viz. <http://megafinindia.com/governance.html>

Performance Evaluation:

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 executive/ non-executive/ independent directors through a peer- evaluation excluding the director being evaluated through a survey. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement. Each Board member is requested to evaluate the effectiveness of the Board dynamics and relationships, information flow, decision-making of the directors, relationship to stakeholders, company performance, company strategy and the effectiveness of the whole Board.

Separate Meeting of the Independent Directors:

The Independent Directors held a Meeting on 9th February, 2015, without the attendance of Non-Independent Directors and Member of Management. All the Independent Directors were present at the meeting. The following issues were discussed in detail:

- Reviewed the performance of non-independent directors and the Board as a whole;

- Reviewed the performance of the Chairperson of the Company, taking into account the views of Non-Executive Directors;
- Assessed the quality, quantity and timeliness of flow of information between the company management and the board that is necessary for the board to effectively and reasonably perform their duties.

COMMITTEES

(A) AUDIT COMMITTEE

The Company has an Audit Committee in compliance with the provisions of Section 177 of the Companies Act 2013 and Clause 49 of the Listing Agreement.

The Committee comprises of Mr. Amit Sheth, Mr. Ajay S Mittal and Mr. Sanjay Parchani. Mr. Amit Sheth is the Chairman of the Committee.

The Audit Committee met four times during the year on 30th May, 2014, 14th August, 2014, 14th November, 2014 and 12th February, 2015. The details of number of meetings attended by each member are as follows:

Sr. No.	Name of Members	No. of meetings held	No. of meetings attended
1	Mr. Amit Sheth	4	4
2	Mr. Ajay S Mittal	4	4
3	Mr. Sanjay Parchani	4	4

The terms of reference of the Audit Committee of the Board of Directors of the Company, inter alia includes;

1. Overseeing the Company's financial reporting process and reviewing with the management, the financial statements before submission to the Board for approval;
2. Recommending to the Board the appointment, re-appointment and replacement of the Statutory Auditor and fixing their fees;

3. Reviewing the internal audit function of the Company; and
4. Such other matters as specified under Clause 49 of the Listing Agreement and requirements of Section 177 of the Companies Act, 2013 and Reserve Bank of India or as may be delegated by the Board of Directors of the Company.

The Chairman of the Audit Committee was present at the Annual General Meeting held on 30th September, 2014 to answer Member's queries.

The meetings of Audit Committee are also attended by Statutory Auditors and Internal Auditors as special invitees. The Committee also invites such of the other Directors or Executives as it considers appropriate to be present at the meeting. The Company Secretary/ Compliance Officer acts as the secretary to the Committee. Minutes of each Audit Committee meeting are placed before, and when considered appropriate, are discussed in the meeting of the Board. The Audit Committee, inter-alia, reviews the adequacy of the internal control functions, and reviews the Internal Audit reports including those related to Internal Control weaknesses, if any. The Audit Committee is provided with necessary assistance and information to carry out their functions effectively.

(B) NOMINATION AND REMUNERATION COMMITTEE

The Board of directors had constituted Nomination and Remuneration Committee at its meeting held on May 30, 2014, as per requirements of the Companies Act, 2013 and revised Clause 49 of Listing Agreement as amended from time to time.

The Nomination and Remuneration Committee comprises of Mr. Sanjay Parchani, Chairman, Mr. Amit Sheth and Mr. Sanjay Mittal. Two members shall be the quorum for the meeting of the said Committee. The Company Secretary/Compliance Officer shall be the Secretary of the Committee. The minutes of the Meeting of the Committee shall be placed at the meeting of Board of Directors.

During the year one meeting of the Remuneration and Nomination Committee was held during the year under review on 12th February, 2015.

Details of meetings attended by its members till 31st March, 2015 are given below:

Sr. No.	Name of Members	No. of meetings held	No. of meetings attended
1.	Mr. Sanjay Parchani - Chairman	1	1
2.	Mr. Amit Sheth - Member	1	1
3.	Mr. Sanjay Mittal- Member	1	1

The broad terms of reference of the Nomination and Remuneration Committee are as under:

- To nominate persons who are qualified to become Directors and who may be appointed in a senior Management in accordance with the criteria laid down;
- Recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
- To determine the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment, including recommendation for fixation and periodic revision of compensation policy (including performance bonus, incentives, perquisites and benefits) for senior management personnel.

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.

The Nomination and Remuneration policy is available on website <http://megafinindia.com/goverance.html> The Nomination and Remuneration Policy of the Company is also attached as Annexure to the Board's Report

(C) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Shareholders/ Investors Grievance Committee & Share Transfer Committee was renamed as Stakeholders Relationship Committee w.e.f. 12th February, 2015.

According to Sec. 178(5), the Chairperson of the Committee shall be a Non-Executive Director and it shall comprise of such other members as may be decided by the Board Directors from time to time.

The Stakeholders Relationship Committee comprises of Mr. Amit Sheth, Chairman, Mr. Sanjay Parchani and Mr. Ajay S Mittal. Two members shall be the quorum for the meeting of the said Committee. The Company Secretary / Compliance Officer of the Company shall be the Secretary of the Committee.

The meeting of the Stakeholders Relationship Committee was held one time during the year on 12th February, 2015.

Details of meeting attended by its members are given below:

Sr.No.	Name of Members	No. of meeting/s held	No of meeting/s attended
1.	Mr. Amit Sheth	1	1
2.	Mr. Sanjay Parchani	1	1
3.	Mr. Ajay S Mittal	1	1

ROLE

The Committee is entrusted with the responsibility to resolve the grievances of security holders. The Committee monitors and reviews the performance and service standards of the Registrar and Share Transfer Agents of the Company and provides continuous guidance to improve the service levels for investors. The broad terms of reference of the Committee are as under:

- to deal and approve shares/securities transfers, request for split, issue of duplicate Shares certificate;
- to delegate Authority to the Senior Executives for approval of transfer and transmission of securities issued by the Company;
- to deal with the Investors complaints;

- to maintain, develop and improve relations with the investors;
- to fix record date/book closure of share/debenture transfer book of the Company from time to time;
- to appoint representatives to attend the General Meeting of other companies in which the Company is holding shares.

At the beginning of the year, there was no complaint/ correspondence which were pending. During the year under review, no complaint was received from the shareholders, either by the Company or Registrar & Transfer Agent (RTA) - M/s Big Share Services Private Ltd., leaving a balance of nil complaint as on March, 31, 2015.

SEBI Complaints Redressal System (SCORES):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

Name and Designation of Compliance Officer:

Mr. Ajay Mittal is the Compliance Officer of the Company as on 31.03.2015.

(D) COMMITTEE OF DIRECTORS

The Committee of Directors comprises of Mr. Ajay S. Mittal, Chairman, Mr. Amit Sheth, and Mr. Sanjay Mittal. The Committee has been delegated with various powers of the Board to enable the Management to take various timely decisions in the best interest of the Company.

The Committee meets as and when required and the Minutes of the Committee of Directors are placed at the next meeting of the Board. During the year there was no such meeting was held.

(E) RISK MANAGEMENT COMMITTEE

The Board of directors had constituted Risk Management Committee at its meeting held on May 30, 2014, as per requirements of the Companies Act, 2013 and revised Clause 49 of Listing Agreement as amended from time to time.

The purpose of the Committee is to assist the Board in fulfilling its Corporate Governance duties by overseeing the responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and environmental risk. The Committee has overall responsibility of monitoring and approving the risk policies and associated practices of the Company.

The Risk Management Committee is also responsible for reviewing and approving the risk document statement in public documents and disclosures.

The Risk Management Committee comprises of Mr. Ajay Mittal, Chairman, Mr. Amit Sheth and Mr. Sanjay Mittal. Two members shall be the quorum for the meeting of the said Committee. The Company Secretary/Compliance Officer shall be the Secretary of the Committee. The minutes of the Meeting of the Committee shall be placed at the meeting of Board of Directors.

The Committee meets as and when required and the Minutes of the Committee of Directors are placed at the next meeting of the Board. During the year there was no such meeting was held.

Role

The Committee is entrusted with the responsibility to create and protect shareholder value by minimizing threats or losses, and identifying and maximizing opportunities. An enterprise wide risk management framework is applied so that effective management of risks is an integral part of every employee's job. Risk Management Committee is entrusted with following tasks:

1. Providing a framework that enables future activities to take place in a consistent and controlled manner;
2. Improving decision making, planning and prioritization by comprehensive and structured understanding of business activities, volatility and opportunities/ threats;
3. Contributing towards more efficient use/allocation of the resources within the organization;
4. Protecting and enhancing assets and company image;
5. Reducing volatility in various areas of the business;
6. Developing and supporting people and knowledge base of the organization;
7. Optimizing operational efficiency

The Risk Management policy is available on website,
<http://megafinindia.com/goverance.html>

GENERAL BODY MEETINGS

a) Location, time and date where last three Annual General / Extra Ordinary General Meetings/Postal Ballot* were held are given below:

Financial Year	Date and Time	Venue
2013-2014	AGM – 30 th September, 2014 at 11.00 a.m.	302, Level 3, Ceejay House, Shiv Sagar Estate, F Block, Dr. Annie Besant Road, Worli, Mumbai – 400018
2012-2013	AGM - 30 th September,2013 at 1:00 p.m.	501, 5 th Floor, D-Wing, Twin Arcade, Military Road, Marol-Maroshi, Andheri(East), Mumbai- 400059
2011-2012	AGM – 25 th September,2012 at 11.00 a.m.	501, 5 th Floor, D-Wing, Twin Arcade, Military Road, Marol-Maroshi, Andheri(East), Mumbai- 400059

* There was no meeting held through Postal Ballot in last 3 years.

b) In the last three AGMs/EGMs, following Special Resolutions were passed:

Meetings held on	Special Resolution passed
AGM – 30 th September, 2014	<ul style="list-style-type: none"> • To authorise the Board to create charges on the assets of the company • To authorise the Board to borrow funds on behalf of the company • Increasing the limits to make loans or investments and to give guarantee or provide security in connection with the loans under section 186 of the Companies Act, 2013
AGM - 30 th September, 2013	No Special Resolution
AGM - 25 th September,2012	No Special Resolution

SUBSIDIARY COMPANIES

Clause 49 of the Listing agreement with the Bombay Stock Exchange Limited, defines a "material non-listed Indian subsidiary" as an unlisted subsidiary Company, incorporated in India, whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

The Company has 1 subsidiary company as on 31.03.2015. Further, it has no "Material non-listed Indian Subsidiary.

DISCLOSURES**a) Compliance with Governance Framework**

The Company is in compliance with all mandatory requirements of Clause 49 of the Listing Agreement

b) Related Party Transactions

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year. Related party transactions have been disclosed in the notes forming part of the financial statements in accordance with "Accounting Standard 18". A statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit Committee for review and recommendation to the Board for their approval.

As required under clause 49, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company <http://megafinindia.com/governance.html>

c) Details on non-compliance by the Company, penalties and strictures imposed on the company by stock exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

The company has complied with all requirements of the Listing Agreement entered into with the stock exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

d) Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of company's code of conduct. The mechanism provides for adequate safeguards against victimisation of employees and Directors who use such mechanism and make provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the company has been denied access to the Audit Committee. Vigil Mechanism/ Whistle Blower Policy of the Company is annexed as **Annexure- A** to this Report.

e) Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable and also followed Section 133 of the Companies Act, 2013.

f) Risk Management

Your Company is well aware of risks associated with its business operations and various projects under execution. Comprehensively risk management system is being put in place involving classification of risk, adoption of risk mitigation measures and a strong mechanism to deal with potential risks and situation leading to rise of risks in an effective manner.

Senior Professionals conversant with risk management systems have been entrusted with the said task with a brief to implement the risk management. Risk Management Policy of the

Company is available on the website of the Company <http://megafinindia.com/governance.html>

g) Implementation of Compliance Management System

Your Company has in place a well-structured Legal Compliance Management System to monitor periodical compliances on regular basis and Review Reports are discussed at the Audit Committee meetings and Board Meetings.

h) Proceeds from Public Issues, Rights Issues, and Preferential Issues etc.

The Company has not made any issue of Equity Shares during the year and hence not received any proceeds therefrom.

i) Management Discussion and Analysis

Management Discussion and Analysis Report forms part of Annual Report.

j) Non-mandatory requirements

Adoption of non-mandatory requirements of Clause 49 of the Listing Agreement is being reviewed by the Board from time-to-time.

MEANS OF COMMUNICATION

a) The quarterly, half-yearly and annual financial results are usually published in Free Press Journal and Navashakti.

b) The Company has its own website viz. www.megafinindia.com and the financial results and quarterly shareholding pattern along with other relevant information useful to the investors are uploaded on the website regularly.

c) The 'Investors' section on the Company's website keeps the investors updated on material developments in the Company by providing key and timely information like Financial Results, Annual Reports, Shareholding Pattern, presentations made to institutional investors and analysts etc. A brief profile of Directors is also on the Company's website. Members also have the facility of raising their queries/complaints on share related matters through a facility provided on the Company's website.

GENERAL SHAREHOLDER INFORMATION

a)	33rd AGM	Date: 30 th September, 2015 Time: 3:00 p.m. Venue: Unit No. A1, 4th Floor, Cnergy, Appa Saheb Marathe Marg, Prabhadevi, Mumbai – 400 025
b)	Financial Year -2014-2015 Financial Calendar for 2015-2016 (Tentative)	<ul style="list-style-type: none"> i. 1st quarter results- on or before 14th August, 2015 ii. 2nd quarter results- on or before 14th November, 2015 iii. 3rd quarter results- on or before 14th February, 2016 iv. Audited results for the year- on or before 30th May, 2016
c)	Date of Book Closure	28 th September, 2015 to 30 th September, 2015
d)	Dividend payment date	NA
e)	Listing on Stock Exchanges	Bombay Stock Exchange Limited. The Company has paid the Listing fees for the year 2015-2016.
f)	Stock Code Symbol	BSE : 532105
g)	Demat ISIN Number For CDSL and NSDL	INE524D01015

Registrar & Share Transfer Agent:

Bigshare Services Private Ltd.

E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (East), Mumbai-400 072

Tel.: 91-22-2847 0652/ 40430200

Fax.: 91-22-2847 5207

E-mail: info@bigshareonline.com

Share Transfer System:

All shares sent for transfer in physical form are registered by the Registrar & Share Transfer Agent within 15 days of the lodgement, if documents are found in order. All requests for dematerialization of shares are processed and the confirmation is given to the respective depository's i.e National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 15 days.

Category wise distribution of equity shareholding as at 31st March, 2015:

Category	No. of Shares Held	% age of Shareholding
Promoter and Promoter Group	3516080	43.01
Mutual Fund	20000	0.24
Trust	233920	2.86
FII	0	0
Bodies Corporate	2411800	29.50
Individual	1993700	24.39
Clearing Member	0	0
Employee	0	0
NRI	0	0
Foreign National	0	0
Foreign Company	0	0
GRAND TOTAL	8175500	100

Distribution of shareholding as on 31st March 2015:

Number of Equity shares held	Total Holders	% of total holders	Total Holding in Rs.	% of Total Capital
01 5000	440	70.97	2166000	2.65

5001 - 10000	46	7.42	448000	0.55
10001 - 20000	19	3.06	312000	0.38
20001 - 30000	15	2.42	352000	0.43
30001 - 40000	4	0.65	137000	0.17
40001 - 50000	2	0.32	83000	0.10
50001 - 100000	10	1.61	752000	0.92
100001-99999999	84	13.55	77505000	94.80
Total	620	100	81755000	100

Dematerialization of shares and liquidity:

Approximately 0.35% of the total number of shares are in dematerialized form as on 31st March 2015. The Equity shares of the Company are traded on the Bombay Stock Exchange Limited.

Outstanding ADRs, GDRs, warrants or any convertible instruments, conversion date and impact on equity:

No ADRs or GDRs, or any other convertible instruments were outstanding for conversion as on 31st March, 2015.

Address for investor correspondence:

All routine correspondence regarding share transfers, transmission, dematerialization of shares, change of address, non-receipt of dividend, etc., should be addressed to the Company's Registrar & Share Transfer Agent at:

BIGSHARE SERVICES PRIVATE LTD.

E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri (East), Mumbai-400 072
Tel.: 91-22-2847 0652/ 40430200
Fax.: 91-22-2847 5207
E-mail: info@bigshareonline.com

For complaints/grievances, if any, members are requested to address the same to:

Mega Fin (India) Limited

Registered Office	Corporate Office
Unit No. A1, 4th Floor, Cnergy, Appa Saheb Marathe Marg, Prabhadevi, Mumbai- 400025 Phone No. +91 22 4230 5500 Fax No. +91 22 4230 5555	302, Level 3, Ceejay House, Shiv Sagar Estate, F-Block, Dr. Annie Besant Road, Worli, Mumbai - 400018 Phone No. +91 22 4230 5400 Fax No. +91 22 4230 5555

Email: info@megafinindia.com

Code of Conduct

The Company has laid down a code of conduct for all its Board Members and Senior Management Personnel of the Company which is posted on the Company's website www.megafinindia.com. All the Board Members and Senior Management Personnel have affirmed compliance with the said Code of Conduct. Affirmation with compliance of the Code of Conduct is enclosed as **Annexure B**.

Prevention of Insider Trading

The Company has framed and implemented a Code on Prevention of Insider Trading in accordance with the Code prescribed by SEBI (Prohibition of Insider Trading) Regulations, 2015 and disclosed on the website of the Company viz. <http://megafinindia.com/governance.html>

Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSIL) and the total issued and paid-up capital. This audit is carried out every quarter and the Report thereon is submitted to the stock exchanges and is placed before the board of directors of the Company. The Audit, inter alia, confirms that the listed and paid up capital of the company is in agreement with the aggregate of the total number of shares in

dematerialized form held with NSDL and CDSIL and the total number of shares in physical form.

CEO/CFO certification

In terms of the requirements of Clause 49(V) of the Listing Agreement, the CEO/CFO Certification is provided as **Annexure-C** to this Report.

Certificate on Corporate Governance

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement.

A Report on Corporate Governance is included as a part of this Annual Report. Certificate from the Practising Company Secretary of the company M/s. Aabid & Co., Practising Company Secretary confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is included as **Annexure -D** of this Report.

Green initiative in the corporate governance:

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling Annual General meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, Dividend intimations etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form or inform the company in case they wish to receive the above documents in paper mode.

Annexure B

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

In accordance with Clause 49 of the Listing Agreement with the Bombay Stock Exchange Ltd., to the best of my knowledge and belief and on the basis of declarations given to me, I hereby affirm that all the Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct laid down by the Company as applicable to them for the financial year ended on 31st March, 2015.

**AJAY S MITTAL
DIRECTOR
DIN: 00226355**

**Date: 16th May, 2015
Place: Mumbai**

Annexure -C

CEO/CFO CERTIFICATION

I, Ajay S Mittal, Director of Mega Fin (India) Limited appointed in terms of the Companies Act, 2013, certify to the Board that:

a) I have reviewed the financial statements and cash flow statement for the year ended 31st March, 2015 and to the best of my Knowledge and belief:

i) These Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

ii) These Statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) To the best of my Knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2015 are fraudulent, illegal or violate the Company's code of conduct.

c) I accept responsibility for establishing and maintaining internal controls for financial reporting and i have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

d) I have indicated to the auditors and the Audit Committee:

i) Significant changes in internal control over financial reporting during the year;

ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**AJAY S MITTAL
DIRECTOR
DIN: 00226355**

**Date: 16th May, 2015
Place: Mumbai**

Annexure -D

CERTIFICATE ON CORPORATE GOVERNANCE

**The Members of
Mega Fin (India) Limited**

We have examined the compliance of conditions of Corporate Governance by Mega Fin (India) Limited, for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2015, no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders Committee.

We further state that such compliance 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.

For Aabid & Co.,
Practising Company Secretary

Dipa Kudalkar
C. P. No. 14244

Date: 16th May, 2015
Place: Mumbai

MANAGEMENT DISCUSSION AND ANALYSIS

FORWARD LOOKING STATEMENTS

Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised.

MACROECONOMIC OVERVIEW

Indian Economic Environment

The new government presented the Budget for the FY15-16 which focussed on growth, weaker sections and social security and at the same time, fiscal responsibility was maintained. A bulk of the Budget spending was directed towards infrastructure rather than consumption and subsidies and, as a result, the quality of the deficit has improved too. During the year, the government also tried to give a fillip to MSME sector, which contributes to 37.5% of the country's GDP, through various programmes, including the Prime Minister's Employment Generation Programme, Micro and Small Enterprises-Cluster Development Programme, Credit Guarantee Fund Scheme for Micro and Small Enterprises, Performance and Credit Rating Scheme, Assistance to Training Institutions, and Scheme of Fund for Regeneration of Traditional Industries, amongst others. The Economic Survey acknowledged that these 36.1 million entities have a critical role in boosting industrial growth and ensuring the success of the 'Make in India' programme. During FY14, the GDP growth was well below 5% and has shown recovery from the first quarter of FY15 where the GDP growth rate moved to 5.7%. The World Bank has estimated that the GDP growth for India for the year FY15-16 would be around 7.5%, as per the new series of calculating GDP (part GDP data not comparable).

INFLATION AND INTEREST RATE

On the monetary front, the RBI kept policy rates unchanged until December 2014, despite easing in inflationary trends. The central bank later cut repo rates twice, by a total of 50 basis points, bringing it down to 7.50% and signalling a softening in its monetary policy stance. Despite this

initiation of monetary easing, the real impact will be seen over the next 12 months as it translates into lower interest rates. The RBI clarified that the major determinants of further rate cuts would be the transmission of the rate reductions and food inflation. Nevertheless, interest rates are bound to continue to trend downwards as inflation has come down significantly and steadily and the CAD, fiscal deficit and oil are under control.

ABOUT MEGA FIN LIMITED

Mega Fin (India) Limited (MFIL) is a part of the India's leading private sector financial services companies, MFIL the Shares of the Company are listed on Bombay Stock Exchange (BSE) The Company is a core investment Company & has interests in financing and advancing short term and long term loans and credits to individuals, companies or association of individuals, companies or association of individuals by whatever name called,; merchant banking; commercial financing; stock broking; other activities in financial services.

Risks and Concerns

MFIL is exposed to specific risks that are particular to its businesses and the environment within which it operates, including market risk, credit risk, operational risk, competition risk, liquidity and interest rate risk, regulatory risk, human resource risk, execution risk, information security risks and macro-economic risks.

❖ Market risk

The Company has some quoted investments which are exposed to fluctuations in stock prices. Similarly company has also raised resources through issue of Market Linked Debentures, whose returns are linked to relevant underlying market instruments / indices. MFIL continuously monitors market exposure for both equity and debt and, in appropriate cases, also uses various derivative instruments as a hedging mechanism to limit volatility.

❖ Competition risk

The financial sector industry is becoming increasingly competitive and the Company's growth will depend on its ability to compete effectively. The Company's main competitors are Indian

non-banking financial companies, commercial banks, life and non-life insurance companies, both in the public and private sector, mutual funds, broking houses, mortgage lenders,

depository participants and other financial services providers. Foreign banks also operate in India through non-banking finance companies. Further liberalisation of the Indian financial sector could lead to a greater presence or entry of new foreign banks and financial services companies offering a wider range of products and services. This could significantly toughen our competitive environment. The Company's strong brand image, wide distribution network, diversified product offering and depth of management place it in a strong position to deal with competition effectively.

❖ **Interest rate volatility:**

Fluctuations in interest rates could adversely affect borrowing costs, interest income and net interest margins of companies in the financial sector. Being well funded with a strong shareholder base, MFIL is trying to tide over such spells.

❖ **Internal Control Systems**

The Company maintains a system of internal controls designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations.

The organization is well structured and the policy guidelines are well documented with pre-defined authority. The Company has also implemented suitable controls to ensure that all resources are utilised optimally, financial transactions are reported with accuracy and there is strict adherence to applicable laws and regulations.

❖ **Opportunities**

- Low retail penetration of financial services / products in India
- Tremendous brand strength and extensive distribution reach
- Opening of the financial sector in India in near future
- Opportunity to cross sell services
- Increasing per-capita GDP
- Changing demographic profile of the country in favour of the young

❖ **Threats**

- Inflationary pressures and slowdown in policy making
- Competition from local and multinational players

- Execution risk
- Regulatory changes
- Attraction and retention of human capital

CAUTIONARY STATEMENT

Statements made in this Management Discussion and Analysis Report may contain certain forward-looking statements based on various assumptions on the Company's present and future business strategies and the environment in which it operates. Actual results may differ substantially or materially from those expressed or implied due to risk and uncertainties. These risks and uncertainties include the effect of economic and political conditions in India and abroad, volatility in interest rates and in the securities market, new regulations and Government policies that may impact the Company's businesses as well as the ability to implement its strategies. The information contained herein is as of the date referenced and the Company does not undertake any obligation to update these statements. The Company has obtained all market data and other information from sources believed to be reliable or its internal estimates, although its accuracy or completeness cannot be guaranteed.

Annexure II**NOMINATION AND REMUNERATION POLICY****Mega Fin (India) Limited****INTRODUCTION**

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, key managerial personnel and employees of the company, to harmonize the aspirations of human resources consistent with the goals of the company and in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the stock exchanges (as amended from time to time), this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration/Compensation Committee ("NRC") and approved by the Board of Directors of the Company.

CONSTITUTION OF COMMITTEE

The Board of Directors of the Company (the Board) constituted the committee to be known as the Nomination and Remuneration/Compensation Committee consisting of three or more non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director.

However, the chairperson of the company (whether executive or nonexecutive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

OBJECTIVE

The Nomination and Remuneration/Compensation Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The Key Objectives of the Committee would be:

- 1.1.** To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

- 1.2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- 1.3. Formulation of criteria for evaluation of Independent Director and the Board.
- 1.4. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.5. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.6. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.8. To develop a succession plan for the Board and to regularly review the plan.
- 1.9. To assist the Board in fulfilling responsibilities.
- 1.10. To Implement and monitor policies and processes regarding principles of corporate governance.

APPLICABILITY

- a) Directors (Executive and Non-Executive)
- b) Key Managerial Personnel
- c) Senior Management Personnel

DEFINITIONS

“Act” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

“**Board**” means Board of Directors of the Company.

“**Directors**” mean Directors of the Company.

“**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.

“**Senior Management**” means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the 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 as may be amended from time to time shall have the meaning respectively assigned to them therein.

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

1. Appointment Criteria and Qualifications

- 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 to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned 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 based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

2. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive 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 term.

b) 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 and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, 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.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

5. 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.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1. Remuneration to Managing/Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

2. Remuneration to Non- Executive / Independent Director:

The Non-Executive Independent Director may receive remuneration / compensation / commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

DUTIES IN RELATION TO NOMINATION MATTERS

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation;
- Determining the appropriate size, diversity and composition of the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board

DUTIES IN RELATION TO REMUNERATION MATTERS

The duties of the Committee in relation to remuneration matters include:

- Considering and determining the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board;

- Approving the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company;
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Considering any other matters as may be requested by the Board

REVIEW AND AMENDMENT

- The NRC or the Board may review the Policy as and when it deems necessary;
- The NRC may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary;
- This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

For Mega Fin (India) Limited

Ajay S Mittal
Director
DIN: 00226355

ANNEXURE - III
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2015

[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,

Mega Fin (India) Limited

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Mega Fin (India) Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing opinion thereon.

Based on our verifications of the 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, We hereby report that in our opinion, the Company, during the audit period covering the Financial Year ended on 31st March, 2015 has complied with the statutory provisions listed hereunder and also that the Company does not have proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, and Minutes Books, Forms and Returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2015 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) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (v) The other Laws applicable specifically to the company is Annexed with this Report as

ANNEXURE- II

We have also examined Compliance with the applicable clauses of the following:

- (i) The Equity Shares of the Company Listed with the Bombay Stock Exchange Limited (BSE) and Complied with all requirements of Listing Agreement.

During the period under review the Company has not complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

1. As per Section 5 and 371 the company is in the process of adopting Articles of Association as per Companies Act, 2013.
2. As per Section 203 of Companies Act, 2013 every listed company shall have Key Managerial Personnel on its Board. But the Company has not complied with respect to Section 203 of Companies Act, 2013.
3. Forms for Appointment of Internal Auditor were not found in the records of company.

4. As per Section 137 of Companies act, 2013 every company shall file Form 23AC, 23ACA within 30 days of Annual General Meeting. However the Company has not yet filed Form 23AC, 23ACA for the Financial year 2013-2014.
5. As per Section 92 of Companies act, 2013 every company shall file Annual Return (Form 20B) within 60 days of Annual General Meeting. However the Company has not filed Annual Return (Form 20B) for the Financial Year 2013-14.
6. The Company is NBFC Company and it is in the process of streamlining the Non – Compliances with RBI.

We further report that the Board of Directors of the Company is not duly constituted and there was no proper balance of Executive Directors, Non-Executive Directors and Independent Director .There were changes in the composition of the Board of Directors that took place during the period under review and they were not carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent seven days in advance, and a system exist for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are no adequate systems and processes in the company that commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

Place: Mumbai

Date:

ACS NO.:22283

C.P.No.: 14244

For Aabid & Co

**(Dipa Atmaram Kudalkar)
Partner**

Annexure IV

EXTRACT OF ANNUAL RETURN

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

As on financial year ended on 31.03.2015

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

REGISTRATION & OTHER DETAILS:

i.	CIN	L65990MH1982PLC027165
ii.	Registration Date	19/05/1982
iii.	Name of the Company	MEGA FIN (INDIA) LIMITED
iv.	Category/Sub-category of the Company	Company Limited by shares/ Indian non-government Company
v.	Address of the Registered office & contact details	Unit No. A1, 4 th Floor, Cnergy, Appa Saheb Marathe Marg, Prabhadevi, Mumbai – 400 025 T: +91 22 42305400/01 F: +91 22 4230 5555
vi.	Whether listed company	Yes
vii.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Bigshare Services Pvt. Ltd. E/2 Ansa Industrial Estate, Saki Vihar Road, Andheri (East), Mumbai-400072 T: +91 22 4043 0200 F: +91 22 28475207

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	Non – banking Financing and support activities		100
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PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No	Name	Address of the Company	CIN/ GNL	Holding / Subsidiary Associate	% of Shares held	Applicable Section
1	Mega Capital Broking Private Limited	402, Level 4, CeeJay House, F-Block, Shiv Sagar Estate, Dr. Annie Besant Road, Mumbai - 400018	U65990MH1994PTC080431	Subsidiary	99.99	2(87) (ii)

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

i) Category-wise Share Holding

Statement Showing Shareholding Pattern								
Category code	Category of Shareholder	Number of Shareholders	Table (I)(a)		Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
			Total number of shares	Number of shares held in dematerialized form	As a percent age of(A+B) ¹	As a percent age of (A+B+C)	Number of shares	As a percenta ge
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV)* 100

(A)	Shareholding of Promoter and Promoter Group ²							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	60	2,675,080 .00	0	32.7207	32.7207	0	0.00
(b)	Central Government/ State Government(s)			0				0.00
(c)	Bodies Corporate			0	0.0000	0.0000		0.00
(d)	Financial Institutions/ Banks			0	0.0000	0.0000		0.00
(e)	Any Others(Specify)			0	0.0000	0.0000		0.00
(e-i)	Directors / Relatives	2	841,000.0 0	0	10.2868	10.2868		0.00
(e-ii)					0.0000	0.0000		0.00
	Sub Total(A)(1)	62	3,516,080 .00	0	43.0075	43.0075	0	0.00
2	Foreign							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0			0.0000	0.0000		0.00

b	Bodies Corporate	0			0.0000	0.0000		0.00
c	Institutions	0			0.0000	0.0000		0.00
d	Qualified Foreign Investor	0			0.0000	0.0000		0.00
e	Any Others(Specify)	0			0.0000	0.0000		0.00
e-i					0.0000	0.0000		0.00
e-ii								
	Sub Total(A)(2)	0	-	0	0.0000	0.0000	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	62	3,516,080 .00	0	43.0075	43.0075	0	0.00
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	1	20,000.00	0	0.2446	0.2446		
(b)	Financial Institutions / Banks				0.0000	0.0000		
(c)	Central Government/ State Government(s)				0.0000	0.0000		
(d)	Venture Capital Funds				0.0000	0.0000		
(e)	Insurance Companies				0.0000	0.0000		

(f)	Foreign Institutional Investors	0	-	0	0.0000	0.0000		
(g)	Foreign Venture Capital Investors				0.0000	0.0000		
(h)	Qualified Foreign Investor				0.0000	0.0000		
(i)	Any Other (specify)				0.0000	0.0000		
(i-ii)					0.0000	0.0000		
(i-ii)								
	Sub-Total (B)(1)	1	20,000.00	0	0.2446	0.2446		
B 2	Non-institutions							
(a)	Bodies Corporate	67	2,411,800.00	0	29.5003	29.5003		
(b)	Individuals				0.0000	0.0000		
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	469	366,300.00	28600	4.4805	4.4805		
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	17	1,627,400.00	0	19.9058	19.9058		

(c)	Qualified Foreign Investor	0	-	0	0.0000	0.0000		
(d)	Any Other (specify)				0.0000	0.0000		
(d-i)	Clearing Member/Director/Relatives/Employee	4	233,920.00	0	2.8612	2.8612		
(d-ii)	Foreign Nationals/ NRI/ Overseas Bodies Corporate	0	-	0	#VALUE!	#VALUE!		
	Sub-Total (B)(2)	557	4,639,420.00	28600	56.7478	56.7478		
	Total Public Shareholding (B)= (B)(1)+(B)(2)	558	4,659,420.00	28600	56.9925	56.9925		
	TOTAL (A)+(B)	620	8,175,500.00	28600	100.0000	100.0000		
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group					0.0000		

2	Public					0.0000		
	Sub-Total (C)	0	-	0		0.0000	0	
	GRAND TOTAL (A)+(B)+(C)	620	8,175,500 .00	28600	100.0000	100.0000	0	0.00

(ii) *Shareholding of Promoters*

<p><u>Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"</u></p>											
(I)(b)											
Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		Number of shares held	As a % of grand total (A)+(B)+(C)	No.	As a percentage	As a % of grand total (A)+(B)+(C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	

(I)	(II)	(III)	(IV)	(V)	(VI)=(V) /(III)*10 0	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	SURESH MITTAL	4276 0	0.52		0.00	0.00	0	0		0	
2	SURESH MITTAL	1700	0.02		0.00	0.00	0	0		0	
3	SITADEVI MITTAL	1560 0	0.19		0.00	0.00		0		0	
4	RAJENDR A MITTAL	1097 00	1.34		0.00	0.00		0		0	
5	BRAHMA DUTT MITTAL	5200 0	0.64		0.00	0.00		0		0	
6	VISHWAN ATH MITTAL	7800 0	0.95		0.00	0.00		0		0	
7	NARBAD ADEVI MITTAL	1040 00	1.27		0.00	0.00		0		0	
8	MAHEND RA MITTAL	3170 0	0.39		0.00	0.00		0		0	
9	KISHAN MITTAL	1040 0	0.13		0.00	0.00		0		0	
10	BADAL MITTAL	7800	0.10		0.00	0.00		0		0	
11	NIDHI MITTAL	5200	0.06		0.00	0.00		0		0	
12	KUSUM MITTAL	3950 0	0.48		0.00	0.00		0		0	
13	ISHITA MITTAL	3120 0	0.38		0.00	0.00		0		0	
14	RAMESH MITTAL	4680 0	0.57		0.00	0.00		0		0	
15	UDIT MITTAL	5720 0	0.70		0.00	0.00		0		0	
16	SHAILEN DRA MITTAL	3060 0	0.37		0.00	0.00		0		0	

17	PALAK MITTAL	5200	0.06	0.00	0.00	0	0
18	SHALINI MITTAL	8580 0	1.05	0.00	0.00	0	0
19	ANIL MITTAL - HUF	5720 0	0.70	0.00	0.00	0	0
20	PUSHPAD EVI MITTAL	7850 0	0.96	0.00	0.00	0	0
21	NEERA MITTAL	8320 0	1.02	0.00	0.00	0	0
22	AARTI MITTAL	2964 0	0.36	0.00	0.00	0	0
23	ANKITA MITTAL	5200 0	0.64	0.00	0.00	0	0
24	BADAL MITTAL - HUF	2600 0	0.32	0.00	0.00	0	0
25	ARUN MITTAL	2600 0	0.32	0.00	0.00	0	0
26	MEGHNA MITTAL	7020 0	0.86	0.00	0.00	0	0
27	GOVIND RAM MITTAL	6500 0	0.80	0.00	0.00	0	0
28	GANGA DEVI MITTAL	6500 0	0.80	0.00	0.00	0	0
29	MASTER RAHUL MITTAL	5902 0	0.72	0.00	0.00	0	0
30	MAHEND RA MITTAL (HUF)	2808 0	0.34	0.00	0.00	0	0
31	MINAL MITTAL	1300 0	0.16	0.00	0.00	0	0
32	BRAHMA DUTT	3900 0	0.48	0.00	0.00	0	0

	MITTAL - HUF									
33	GEETADE VI MITTAL	5460 0	0.67		0.00		0.00		0	0
34	SUNITA MITTAL	2600 0	0.32		0.00		0.00		0	0
35	MASTER ASHWIN MITTAL	6484 0	0.79		0.00		0.00		0	0
36	SURESH MITTAL (HUF)	2600 0	0.32		0.00		0.00		0	0
37	PARMES HWAR MITTAL HUF	5200 0	0.64		0.00		0.00		0	0
38	KANTADE VI MITTAL	5200 0	0.64		0.00		0.00		0	0
39	PARIDHI MITTAL	5746 0	0.70		0.00		0.00		0	0
40	SUNIL MITTAL (HUF)	2600 0	0.32		0.00		0.00		0	0
41	AKANSH A MITTAL	3562 0	0.44		0.00		0.00		0	0
42	SHANKA RLAL MITTAL	7800 0	0.95		0.00		0.00		0	0
43	SHANKA RLAL MITTAL - HUF	5200 0	0.64		0.00		0.00		0	0
44	ANIL MITTAL	5200 0	0.64		0.00		0.00		0	0
45	MASTER PRATEEK MITTAL	8060 0	0.99		0.00		0.00		0	0
46	AJAY MITTAL	7890 00	9.65		0.00		0.00		0	0
47	VISHWAN ATH	5200 0	0.64		0.00		0.00		0	0

	MITTAL (HUF)										
48	ASHOK MITTAL	3510 0	0.43		0.00	0.00		0		0	
49	KISHORE MITTAL	5200 0	0.64		0.00	0.00		0		0	
50	KISHORE MITTAL - HUF	5200 0	0.64		0.00	0.00		0		0	
51	VIBHA MITTAL	8216 0	1.00		0.00	0.00		0		0	
52	ANOOP MITTAL	7800 0	0.95		0.00	0.00		0		0	
53	MALIRA M MITTAL	2680 0	0.33		0.00	0.00		0		0	
54	KISHAN MITTAL	2670 0	0.33		0.00	0.00		0		0	
55	ADITYA MITTAL	2500 0	0.31		0.00	0.00		0		0	
56	NIRAJ MITTAL	3000 0	0.37		0.00	0.00		0		0	
57	MANJU MITTAL	2600 0	0.32		0.00	0.00		0		0	
58	OM PRAKASH MITTAL	2600 0	0.32		0.00	0.00		0		0	
59	SHEELA MITTAL	2500 0	0.31		0.00	0.00		0		0	
60	SARLA MITTAL	2500 0	0.31		0.00	0.00		0		0	
61	AYUSH MITTAL	3060 0	0.37		0.00	0.00		0		0	
62	SEEMA MITTAL	3060 0	0.37		0.00	0.00		0		0	
TOTAL		3516 080	43.0 1	0	0.00	0.00	0	0	0	0	

(*) The term “encumbrance” has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011

(iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

There was no change in the promoter's shareholding pattern

(iv) **Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Changes during the year Increase (+)/ Decrease (-) during the year	Reason	Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	SUNWELL FARM PVT LTD	2250000	3.15	-	-	-	2250000	3.15
	At the end of the year	2250000					250000	3.15

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	0	0	0	0
i) Principal Amount				
ii) Interest due but not paid				

iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
* Addition				
* Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	0	0	0	0

XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Ajay S Mittal- Managing Director	Archana A Mittal- Joint Managing Director			
	Gross salary					
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-

4	Commission - as % of profit - others, specify...	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act*	-	-	-	-	-

*Since the Company has incurred Losses, hence overall ceiling cannot be calculated. The Company did not paid any managerial remuneration during the financial year under review.

B. Remuneration to other directors

(Amount in Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Sanjay Parchani	Mr. Amit Seth	
1	Independent Directors			
	Fee for attending board committee meetings	-	-	
	Commission	-	-	
	Others, please specify	-	-	
	Total (1)			
2	Other Non-Executive Directors	-	-	
	Fee for attending board committee meetings	-	-	
	Commission	-	-	
	Others, please specify	-	-	
	Total (2)	-	-	
	Total (B)=(1+2)	-	-	
	Total Managerial Remuneration	-	-	
	Overall Ceiling as per the Act	Nil*		

*Since the Company has incurred Losses, hence overall ceiling cannot be calculated. The Company did not paid any managerial remuneration during the financial year under review. As per Section 197 (3) & Section 197(5) of the Companies Act, 2013 read with rule 4 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 sitting fees paid to the Director's is excluded from determining quantum of Managerial Remuneration.

C. Remuneration to key managerial personnel other than MD/Manager/WTD

(Amount in Lacs)

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...				
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

XII. 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	-	-	-	-	-

MEGA FIN (INDIA) LIMITED
Balance Sheet as at 31st March, 2015

(Amount in Rs.)

Particulars	Notes	As at 31st March, 2015	As at 31st March, 2014
I. Equity & Liabilities			
1. Shareholder's Funds			
(a) Share Capital	3	91,778,500	91,778,500
(b) Reserves and Surplus	4	(60,854,105)	(55,954,353)
		30,924,395	35,824,147
2. Non-Current Liabilities			
(a) Other Long Term Liabilities	5	1,083,250	1,083,250
3. Current Liabilities			
(a) Other Current Liabilities	6	84,288	44,122
Total		32,091,933	36,951,519
II. Assets			
1. Non-current assets			
(a) Non-Current Investments	7	10,841,067	18,091,548
(b) Long Term Loans and Advances	8	20,971,403	18,306,329
		31,812,470	36,397,877
2. Current assets			
(a) Cash and Cash Equivalents	9	279,463	517,652
(b) Other Current Assets	10	-	35,991
		279,463	553,643
Total		32,091,933	36,951,519

Summary of Significant Accounting Policies 2

See accompanying notes to the Financial Statements

As per our report of even date

For Kankani Jain Chopra And Company

Chartered Accountants

Firm Registration No.:138552W

**For and on behalf of the Board of Directors
of Mega Fin (India) Limited**

Prateek Jain

Partner

Membership No: 422302

Ajay S. Mittal

Director

DIN: 00226355

Sanjay P. Mittal

Director

DIN:01251887

Place: Mumbai

Date: 16th May 2015

MEGA FIN (INDIA) LIMITED

Statement of Profit and Loss for the Year Ended 31st March, 2015

(Amount in Rs.)

Particulars	Notes	Year Ended 31st March, 2015	Year Ended 31st March, 2014
I. Revenue			
Other Income	11	1,962,551	1,040,790
Total Revenue		1,962,551	1,040,790
II. Expenses			
Other Expenses	12	6,862,303	142,580
Total Expenses		6,862,303	142,580
III. Profit before exceptional and extraordinary items and tax (I - II)		(4,899,752)	898,210
IV. Profit before extraordinary items and tax		(4,899,752)	898,210
V. Profit before tax		(4,899,752)	898,210
Tax Expenses		-	-
VII. Profit/(Loss) Before Tax		(4,899,752)	898,210
VII. Earning per Equity Share:	17		
(1) Basic		(0.53)	0.10
(2) Diluted		(0.53)	0.10

Summary of Significant Accounting Policies

See accompanying notes to the Financial Statements

As per our report of even date

For Kankani Jain Chopra And Company

Chartered Accountants

Firm Registration No.:138552W

**For and on behalf of the Board of Directors
of Mega Fin (India) Limited**

Prateek Jain

Partner

Membership No: 422302

Ajay S. Mittal

Director

DIN: 00226355

Sanjay P. Mittal

Director

DIN:01251887

Place: Mumbai

Date: 16th May 2015

MEGA FIN (INDIA) LIMITED

Cash Flow Statement for the Year Ended 31st March, 2015

(Amount in Rs.)

	Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
A.	Cash Flow from Operating Activities:		
	Net Profit/(Loss) Before Tax	(4,899,752)	898,210
	<u>Less: Adjustment for Non-Operating Income</u>		
	Dividend Received	15,612	40,790
	Operating Profit before Working Capital Charges	(4,915,364)	857,420
	<u>Movements in Working Capital</u>		
	Increase / (Decrease) in Other Long Term Liabilities	7,250,481	-
	Increase / (Decrease) in Long Term Provisions	-	-
	Increase / (Decrease) in Other Current Liabilities	40,166	23,387
	Decrease / (Increase) in Other Current Assets	35,991	(20,028)
	Decrease / (Increase) in Long Term Loans and Advances	(2,665,074)	(425,000)
	Less: Tax paid/ TDS	-	-
	Net Cash Flow From Operating Activities	(253,800)	435,779
B.	Cash Flow from Investing Activities:		
	Inflow		
	Dividend Received	15,612	40,790
	Net Cash Flow From Investing Activities	15,612	40,790
C.	Net Cash Flow From Financing Activities	-	-
	Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(238,188)	476,569
	Cash and Cash Equivalent (Opening Balance)	517,652	41,083
	Cash and Cash Equivalent (Closing Balance)	279,464	517,652

Note:

- 1) Cash and cash equivalent includes Cash and Bank balances.
- 2) This is the cash flow statement referred to in our report of even date.
- 3) The above cash flow has been prepared using Indirect Method as per AS 3 issued by ICAI.

For Kankani Jain Chopra And Company

Chartered Accountants
Firm Registration No.:138552W

**For and on behalf of the Board of Directors
of Mega Fin (India) Limited**

Prateek Jain

Partner
Membership No: 422302

Ajay S. Mittal

Director
DIN: 00226355

Sanjay P. Mittal

Director
DIN:01251887

Place: Mumbai
Date: 16th May 2015

MEGA FIN (INDIA) LIMITED

Notes to financial statements for the year ended 31st March, 2015

3. Share Capital

Particulars	As at 31st March 2015		As at 31st March 2014	
	Number	Rs.	Number	Rs.
<u>- Authorised</u>				
9% Redeemable Cumulative Preference share of Rs. 100 each	100	10,000	100	10,000
Equity Share of Rs 10/- each	10,999,000	109,990,000	10,999,000	109,990,000
<u>Issued, Subscribed & Paid up</u>				
Equity Shares of Rs. 10/-each fully paid	8,175,500	81,755,000	8,175,500	81,755,000
Add: Forfeited Shares	1,002,350	10,023,500	1,002,350	10,023,500
Total	9,177,850	91,778,500	9,177,850	91,778,500

a) Reconciliation of the Equity Shares outstanding at the beginning and at the end of reporting period

Particulars	As at 31st March 2015		As at 31st March 2014	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	9,177,850	91,778,500	9,177,850	91,778,500
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-

Shares outstanding at the end of the year	9,177,850	91,778,500	9,177,850	91,778,500
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b) Terms/rights attached to shares

Preference Shares

The authorised capital structure of the company includes 9% Redeemable Cumulative Preference shares having a par value of Rs. 100/-per share. Holder of preference shares have preference in right to receive dividend in case company proposes to distribute and pay the same. Maximum dividend which can be distributed and paid to preference shareholders is 9% of the paid up amount of the preference share capital. Holder of preference share is not entitled to vote unlike holder of equity share.

In the event of liquidation of the company, the holders of preference shares will have priority as compared to equity shareholders in distribution of assets of the company. The distribution will be in proportion to the number of preference shares held by the shareholders.

Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10/-per share. Each holder of equity shares is entitled to vote per share. The Company declares and pay dividends in indian rupees. The dividend proposed by the Board of Director is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will entitled to receive remaning 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.

c) Detail of Sharholders holding more than 5% of shares in the company

Name of Shareholder	As at 31st March 2015		As at 31st March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Ajay S Mittal	789,000	9.65	789,000	9.65

Sunwell Farm Private Limited	2,250,000	27.52	2,250,000	27.52

4. Reserves & Surplus

Particulars	As at 31st March, 2015	As at 31st March, 2014
a. Capital Reserves		
Balance as at the beginning of the year	1,000	1,000
Balance as at the close of the year	1,000	1,000
-		
a. Surplus/(deficit) in the statement of profit and loss		
Balance as at the beginning of the year	(55,955,353)	(56,853,563)
(+) Net Profit/(Loss) For the current year	(4,899,752)	898,210
Balance as at the close of the year	(60,855,105)	(55,955,353)
Total	(60,854,105)	(55,954,353)

MEGA FIN (INDIA) LIMITED

Notes to financial statements for the year ended 31st March, 2015

5. Other Long Term Liabilities

Particulars	As at 31st March, 2015	As at 31st March, 2014
(a) M. G. Mittal & Co.(*)	1,083,250	1,083,250
Total	1,083,250	1,083,250

(***6.1** During the year 1997-98, the Company has received Wealth Tax refund of Rs. 10,83,250/- of M. G. Mittal & Co. and the same amount has been shown as payable to M/s. M. G. Mittal & Company under the head other long term liabilities.

6. Other Current Liabilities

Particulars	As at 31st March, 2015	As at 31st March, 2014
Sheth Mehta Associates	-	20,224
M. I. Mehta & Associates	-	11,236
Saksham Media Pvt. Ltd.	-	12,662
Mega Capital Broking Limited	48,507	-
Central Depository Services (I) Limited	5,618	-
Kankani Jain Chopra and Company	16,854	-
Media Communication	13,309	-
Total	84,288	44,122

MEGA FIN (INDIA) LIMITED**Notes to financial statements for the year ended 31st March, 2015**(Amount in
Rs.)**7. Non-Current Investments**

Particulars	As at 31st March, 2015	As at 31st March, 2014
<u>A. Trade Investments (Refer A below)</u>		
<u>In Equity Instruments</u>		
Investment in Subsidiary (Unquoted)	2,710,000	2,710,000
Less : Provision for dimution in the value of Investments	2,439,000	2,439,000
Total (A)	271,000	271,000
<u>B. Other Investments</u>		
<u>(a) Investment in Equity Instruments</u>		
(i) Quoted Shares	9,224,473	16,649,042
Less : Provision for dimution in the value of Investments	-	174,088
	9,224,473	16,474,954
(ii) Unquoted Shares	3,472,595	3,472,595
Less : Provision for dimution in the value of Investments	2,199,941	2,199,941
	1,272,654	1,272,654
(b) Investments in Debentures (Quoted)	48,500	48,500
Less : Provision for dimution in the value of Investments	17,560	17,560
	30,940	30,940
(c) Investments in Bonds (Unquoted)	42,000	42,000

	42,000	42,000
Total (B)	10,570,067	17,820,548
Grand Total (A+B)	10,841,067	18,091,548
Particulars	As at 31st March, 2015	As at 31st March, 2014
Aggregate Cost of Quoted Investments	9,272,973	16,697,542
Aggregate Market Value of Quoted Investments	115,839,664	714,297,791
Aggregate Cost of Unquoted Investments	6,224,595	6,224,595
Aggregate Provision For Diminution In Value of Investments	4,656,501	4,830,589

A. Details of Trade Investments

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares / Units	Amount	No. of Shares / Units	Amount
INVESTMENT IN EQUITY INSTRUMENTS				
<u>In Subsidiary (Unquoted)</u>	-			
Mega Capital Broking Limited (Face Value of Rs. 10 each)	271,000	2,710,000	271,000	2,710,000

7.1

In case of Quoted Equity Shares/Derivatives Instruments, the Company has not transferred following Shares/Debentures in its own name and also the Company is not holding valid transfer deed for the same shares. Losses because of non receipt of dividend/bonus shares/right shares or non receipt of shares due to spin-off / de-merger on those shares are unascertainable. However, the company is pursuing to get valid transfer deed from respective transferors or with Registrar of Companies as per section 56 (1) of Companies Act, 2013.

S.No.	Name of the Company	Qty.
1	Bhushan Steel Limited	1,657,825
2	East India Hotels Limited (Debenture)	40
3	GE Shipping Limited	30,881
4	Smithkline Beecham Limited (Glaxosmith Pharmaceuticals Ltd.)	100
5	Tata Chemicals Limited (NCD's)	910

MEGA FIN (INDIA) LIMITED**Notes to financial statements for the year ended 31st March, 2015****(Amount in Rs.)****8. Long Term Loans & Advances**

Particulars	As at 31st March, 2015	As at 31st March, 2014
Loans Given		
Unsecured, Considered good	20,738,915	18,306,329
Other Advances	232,488	-
TOTAL	20,971,403	18,306,329

8.1 Loans Given include

Rs.2,07,38,916/- (P.Y.:Rs.1,83,06,329/-) due from companies in which directors are interested as directors/members.

8.2 Loans Given (Gross) of Rs. 207.39 lacs (P.Y.: Rs. 183.06 Lacs) and which are outstanding for a long period and there are no repayments/interest recovery. The management is of the opinion that the aforesaid amounts are good and recoverable and hence no provision for bad debts/ write off has been made.

9. Cash and Cash Equivalents

Particulars	As at 31st March, 2015	As at 31st March, 2014
Balance with Banks	12,827	17,028
Cash on Hand	266,636	500,624
TOTAL	279,463	517,652

10. Other Current Assets

Particulars	As at 31st March, 2015	As at 31st March, 2014
Prepaid Expenses	-	18,052
Mega Capital Broking Limited	-	17,939
TOTAL	-	35,991

MEGA FIN (INDIA) LIMITED**Notes to financial statements for the year ended 31st March, 2015****11. Other Income**

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
Dividend on Investments	15,612	40,790
Sundry Balance Written Back	-	1,000,000
Long Term Capital Gain	1,946,939	-
Total	1,962,551	1,040,790

12. Other Expenses

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
Advertisement	63,420	51,400
Misc. Expenses	1,237	7,828
ROC Filing fees	17,559	3,579
<u>Auditors' Remuneration</u>		
-as Audit Fees	21,910	20,224
Legal & Professional Fees	13,483	12,359
Listing Fees	18,053	-
DEMAT Charges	6,728	-
Bank Charges	1,102	843
Custodian Charges	16,854	12,641
Stock Exchange Listing Fees	-	33,708

Sundry Balance W/off (Investment)	6,701,958	-
Total	6,862,303	142,580

MEGA FIN (INDIA) LIMITED

GROUPING TO BALANCE SHEET

(a) Trade Payable

Particulars	As at 31st March 2015	As at 31st March 2014	As at 31st March 2013
	Rs.	Rs.	Rs.
M G Mittal & Company	1,083,250	1,083,250	1,083,250
Total	1,083,250	1,083,250	1,083,250

Loans and Advances

Particulars	As at 31st March 2015	As at 31st March 2014	As at 31st March 2013
	Rs.	Rs.	Rs.
Unsecured, Cossidered good			
Mega Management Services Pvt.Ltd.	17,678,916	17,806,329	17,882,349
Mega Custodial Services Ltd.	3,060,000	500,000	-
	20,738,916	18,306,329	17,882,349

Bank Balance

Particulars	As at 31st March 2015	As at 31st March 2014	As at 31st March 2013
	Rs.	Rs.	Rs.
Alibaug Co-op Bank	1,672	1,875	1,875
National Co-op Bank	407	407	407
Canara Bank	2,470	2,470	2,470
HDFC Bank Ltd	8,278	12,276	28,493
TOTAL	12,828	17,028	33,245

INDEPENDENT AUDITOR'S REPORT

TO
The Member of Directors of
Mega Fin (India) Limited

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of **Mega Fin (India) Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Group" Comparing of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.(hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Standalone Financial Statements

The Holding Company's Board of Directors is responsible for the Preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flow of the Group in accordance with the accounting principles generally accepted in India, including the Accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.The respective Board of Directors of the provisions of the Act for in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting this audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has and adequate internal financial controls system over financial reporting in the place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have by us and our comments referred to in other Matters paragraph below, obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

Basis of Qualified Opinion

- 1) **Attention is invited to Note No. 8.1 Regarding the shares, which are neither transferred in the name of the Company nor is the Company holding the shares with valid transfer deed and as such we are unable to formulate an opinion on the veracity of the said shares.**

- 2) **Attention is required to Note No. 14 regarding non appointment of Company Secretary & Managing Director as required by section 203 of Companies Act, 2013.**

Emphasis of Matter:

- 1.) Attention is invited to note no. 13 regarding Sundry balances written off, wherein the Company has written off investments in quoted shares based on the written correspondence from the Registrar and Transfer agent. We are unable to formulate an opinion on the same because of absence of proper documentation at the time of purchase of shares.

- 2.) With Respect to Loans & Advances of Rs. 207.39 Lacs which are outstanding and there is no interest recovery on the same as explained in Note No. 9.2.
- 3.) The Consolidated Financial statement have been prepared by the management on a going concern basis even though the company has substantial accumulated losses, its activity is stand still and it has eroded its Net Worth as explained in Note No. 15 in respect of which we are unable to express an opinion whether the Company can now operate as a going concern or not.
- 4.) We further report that the resultant impact, if any, of observation made by us in Qualified Opinion and in Emphasis of Matter above on the profit for the year, current assets, Investments, Liabilities and balance in profit & loss account at year end and on the cash flow statement are not ascertainable and accordingly cannot be commented upon by us.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effect of matters described in the Basis of Qualified Opinion paragraph, the aforesaid Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

In the case of Consolidated Balance Sheet, of the state of affairs of the Company as at 31st March, 2015, and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
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, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid consolidated 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 of Holding Company as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) 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 does not have any pending litigations which would impact its financial position as on 31st March 2015.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There are no amounts which are required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR KANKANI JAIN CHOPRA AND COMPANY
CHARTERED ACCOUNTANTS
FIRM REG. NO: 138552W

Place: Mumbai
Date: 16th May, 2015

PRATEEK JAIN
PARTNER
MEMBERSHIP NO: 422302

Annexure to the Independent Auditor's Report

(Referred to in paragraph 1 under The Annexure referred to 'Report on Other Legal and Regulatory Requirements' Section of our report of even date)

- i. (a) According to the information and explanation given to us, in the absence of any Fixed Assets and having regard to the nature of Company's business, the reporting on clause 3(i)(a), 3 (i)(b) of the order are not applicable.
- ii. Considering the nature of business activity carried out by the company, the company does not have any inventory requirements of the clause (ii) of the paragraph 3 of the order are not applicable.
- iii. The Company has granted interest free loans to parties covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved during the year for loan was Rs.1, 76, 78,916/-.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weaknesses in internal control system.
- v. The Company has not accepted any deposits from the public.
- vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, hence the question of reporting under clause 3(vi) of the said order does not arise.
- vii. (a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Income-tax, Sales-tax, Wealth-tax, Service Tax, Customs duty, Excise duty, value added tax, cess and any other statutory dues as applicable to it. As there are no employees on pay roll of the Company so Provident Fund, Employees' State Insurance Scheme are not applicable. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of undisputed statutory dues which remained outstanding as at 31st March 2015 for a period of more than six months from the date they became payable.
 (b) According to the records made available to us and the information and explanations given by the management, there are no dues of income tax or sales tax or wealth tax or Service Tax or duty of custom duty or excise duty or value added tax or cess, which have not been deposited on account of any dispute.
 (c) There are no amounts which are required to be transferred, to the Investor Education and Protection Fund by the Company in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- viii. The accumulated losses of the company at the end of the financial year are more than fifty percent of its net worth and has incurred cash losses during the financial year covered by our audit however company has not incurred cash losses in the financial year immediately preceding such financial year.
- ix. The Company has not taken any loans from any banks or financial institutions and has not issued any debentures.
- x. On the basis of the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. The Company does not have term loans so reporting under said clause does not arise.

- xii. According to the information & explanation given to us, no fraud on or by the Company, has been noticed or reported during the year in the course of our audit.

**FOR KANKANI JAIN CHOPRA AND COMPANY
CHARTERED ACCOUNTANTS
FIRM REG. NO: 138552W**

Place: Mumbai
Date: 16th May, 2015

**PRATEEK JAIN
PARTNER
MEMBERSHIP NO: 422302**

MEGA FIN (INDIA) LIMITED
Consolidated Balance Sheet as at 31st March, 2015

(Amount in Rs.)

Particulars	Notes	As at 31st March, 2015	As at 31st March, 2014
I. Equity & Liabilities			
1. Shareholder's Funds			
(a) Share Capital	4	91,778,500	91,778,500
(b) Reserves and Surplus	5	(61,074,965)	(56,095,444)
		30,703,535	35,683,056
2. Non-Current Liabilities			
(a) Other Long Term Liabilities	6	1,083,250	1,083,250
3. Current Liabilities			
(a) Other Current Liabilities	7	41,481	57,090
Total		31,828,266	36,823,396
II. Assets			
1. Non-current assets			
(a) Non-Current Investments	8	10,577,067	17,979,107
(b) Long Term Loans and Advances	9	20,971,403	18,306,329
		31,548,470	36,285,436
2. Current assets			
(a) Cash and Cash Equivalents	10	279,796	519,908
(b) Other Current Assets	11	-	18,052
		279,796	537,960
Total		31,828,266	36,823,396

Summary of Significant Accounting Policies 2

See accompanying notes to the Financial Statements

As per our report of even date

For Kankani Jain Chopra And Company

Chartered Accountants

Firm Registration No.:138552W

**For and on behalf of the Board of Directors
of Mega Fin (India) Limited**

Prateek Jain

Partner

Membership No: 422302

Ajay S. Mittal

Director

DIN: 00226355

Sanjay P. Mittal

Director

DIN:01251887

Place: Mumbai

Date: 16th May 2015

MEGA FIN (INDIA) LIMITED

Consolidated Statement of Profit and Loss for the Year Ended 31st March, 2015

(Amount in Rs.)

Particulars	Notes	Year Ended 31st March, 2015	Year Ended 31st March, 2014
I. Revenue			
Other Income	12	1,962,551	1,040,790
Total Revenue		1,962,551	1,040,790
II. Expenses			
Other Expenses	13	6,942,072	154,580
Total Expenses		6,942,072	154,580
III. Profit before exceptional and extraordinary items and tax (I - II)		(4,979,520)	886,210
IV. Profit before extraordinary items and tax		(4,979,520)	886,210
V. Profit before tax		(4,979,520)	886,210
Tax Expenses		-	-
VII. Profit/(Loss) Before Tax		(4,979,520)	886,210
VII. Earning per Equity Share:	18		
(1) Basic		(0.54)	0.10
(2) Diluted		(0.54)	0.10

Summary of Significant Accounting Policies

See accompanying notes to the Financial Statements

As per our report of even date

For Kankani Jain Chopra And Company

Chartered Accountants

Firm Registration No.:138552W

**For and on behalf of the Board of Directors
of Mega Fin (India) Limited**

Prateek Jain

Partner

Membership No: 422302

Ajay S. Mittal

Director

DIN: 00226355

Sanjay P. Mittal

Director

DIN:01251887

Place: Mumbai

Date: 16th May 2015

MEGA FIN (INDIA) LIMITED

Consolidated Cash Flow Statement for the Year Ended 31st March, 2015

(Amount in Rs.)

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
A. Cash Flow from Operating Activities:		
Net Profit/(Loss) Before Tax	(4,979,520)	886,210
<u>Less: Adjustment for Non-Operating Income</u>		
Dividend Received	15,612	40,790
Operating Profit before Working Capital Charges	(4,995,132)	845,420
<u>Movements in Working Capital</u>		
Increase / (Decrease) in Other Long Term Liabilities	7,402,040	-
Increase / (Decrease) in Other Current Liabilities	(15,609)	37,643
Decrease / (Increase) in Other Current Assets	18,052	(20,028)
Decrease / (Increase) in Long Term Loans and Advances	(2,665,074)	(425,000)
Net Cash Flow From Operating Activities	(255,724)	438,035
B. Cash Flow from Investing Activities:		
Inflow		
Dividend Received	15,612	40,790
Net Cash Flow From Investing Activities	15,612	40,790
C. Net Cash Flow From Financing Activities	-	-
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(240,112)	478,825
Cash and Cash Equivalent (Opening Balance)	519,908	41,083
Cash and Cash Equivalent (Closing Balance)	279,796	519,908

Note:

- 1) Cash and cash equivalent includes Cash and Bank balances.
- 2) This is the cash flow statement referred to in our report of even date.
- 3) The above cash flow has been prepared using Indirect Method as per AS 3 issued by ICAI.

For Kankani Jain Chopra And Company

Chartered Accountants

Firm Registration No.:138552W

**For and on behalf of the Board of Directors
of Mega Fin (India) Limited**

Prateek Jain

Partner

Membership No: 422302

Ajay S. Mittal

Director

DIN: 00226355

Sanjay P. Mittal

Director

DIN:01251887

Place: Mumbai

Date: 16th May 2015

MEGA FIN (INDIA) LIMITED
Notes to financial statements for the year ended 31st March,
2015

4. Share Capital

Particulars	As at 31st March 2015		As at 31st March 2014	
	Number	Rs.	Number	Rs.
<u>- Authorised</u>				
9% Redeemable Cumulative Preference share of Rs. 100 each	100	10,000	100	10,000
Equity Share of Rs 10/- each	10,999,000	109,990,000	10,999,000	109,990,000
<u>Issued, Subscribed & Paid up</u>				
Equity Shares of Rs. 10/-each fully paid	8,175,500	81,755,000	8,175,500	81,755,000
Add: Forfeited Shares	1,002,350	10,023,500	1,002,350	10,023,500
Total	9,177,850	91,778,500	9,177,850	91,778,500

a) Reconciliation of the Equity Shares outstanding at the beginning and at the end of reporting period

Particulars	As at 31st March 2015		As at 31st March 2014	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	9,177,850	91,778,500	9,177,850	91,778,500
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	9,177,850	91,778,500	9,177,850	91,778,500

b) Terms/rights attached to shares

Preference Shares

The authorised capital structure of the company includes 9% Redeemable Cumulative Preference shares having a par value of Rs. 100/-per share. Holder of preference shares have preference in right to receive dividend in case company proposes to distribute and pay the same. Maximum dividend which can be distributed and paid to preference shareholders is 9% of the paid up amount of the preference share capital. Holder of preference share is not entitled to vote unlike holder of equity share.

In the event of liquidation of the company, the holders of preference shares will have priority as compared to equity shareholders in distribution of assets of the company. The distribution will be in proportion to the number of preference shares held by the shareholders.

Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10/-per share. Each holder of equity shares is entitled to vote per share. The Company declares and pay dividends in indian rupees. The dividend proposed by the Board of Director is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will entitled to receive remaning 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.

c) Detail of Sharholders holding more than 5% of shares in the company

Name of Shareholder	As at 31st March 2015		As at 31st March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Ajay S Mittal	789,000	9.65	789,000	9.65
Sunwell Farm Private Limited	2,250,000	27.52	2,250,000	27.52

5. Reserves & Surplus

Particulars	As at 31st March, 2015	As at 31st March, 2014
a. Capital Reserves		
Balance as at the beginning of the year	2,440,020	2,440,020

Balance as at the close of the year	2,440,020	2,440,020
-		
a. Surplus/(deficit) in the statement of profit and loss		
Balance as at the beginning of the year	(58,535,464)	(59,421,674)
(+) Net Profit/(Loss) For the current year	(4,979,520)	886,210
Balance as at the close of the year	(63,514,985)	(58,535,464)
Total	(61,074,965)	(56,095,444)

MEGA FIN (INDIA) LIMITED

Notes to financial statements for the year ended 31st March, 2015

6. Other Long Term Liabilities

Particulars	As at 31st March, 2015	As at 31st March, 2014
Others	1,083,250	1,083,250
Total	1,083,250	1,083,250

7. Other Current Liabilities

Particulars	As at 31st March, 2015	As at 31st March, 2014
Audit Fees Payable	22,554	44,428
Creditors for Expenses	18,927	12,662
Total	41,481	57,090

MEGA FIN (INDIA) LIMITED**Notes to financial statements for the year ended 31st March, 2015****(Amount in Rs.)****8. Non-Current Investments**

Particulars	As at 31st March, 2015	As at 31st March, 2014
<u>A. Other Investments</u>		
<u>(a) Investment in Equity Instruments</u>		
(i) Quoted Shares	9,224,473	16,800,602
Less : Provision for dimunition in the value of Investments	-	174,088
	9,224,473	16,626,514
(ii) Unquoted Shares	4,270,840	4,270,840
Less : Provision for dimunition in the value of Investments	2,991,186	2,991,186
	1,279,654	1,279,654
(b) Investments in Debentures (Quoted)	48,500	48,500
Less : Provision for dimunition in the value of Investments	17,560	17,560
	30,940	30,940
(c) Investments in Bonds (Unquoted)	42,000	42,000
	42,000	42,000
Grand Total	10,577,067	17,979,107
Particulars	As at 31st March, 2015	As at 31st March, 2014

Aggregate Cost of Quoted Investments	9,272,973	16,849,102
Aggregate Market Value of Quoted Investments	115,839,664	714,297,791
Aggregate Cost of Unquoted Investments	4,312,840	4,312,840
Aggregate Provision For Diminution In Value of Investments	3,008,746	3,182,834

8.1

In case of Quoted Equity Shares/Derivatives Instruments, the Company has not transferred following Shares/Debentures in its own name and also the Company is not holding valid transfer deed for the same shares. Losses because of non receipt of dividend/bonus shares/right shares or non receipt of shares due to spin-off / de-merger on those shares are unascertainable. However, the company is pursuing to get valid transfer deed from respective transferors or with Registrar of Companies as per section 56 (1) of Companies Act, 2013.

S.No.	Name of the Company	Qty.
1	Bhushan Steel Limited	1,657,825
2	East India Hotels Limited (Debenture)	40
3	GE Shipping Limited	30,881
4	Smithkline Beecham Limited (Glaxosmith Pharmaceuticals Ltd.)	100
5	Tata Chemicals Limited (NCD's)	910

MEGA FIN (INDIA) LIMITED**Notes to financial statements for the year ended 31st March, 2015****(Amount in Rs.)****9. Long Term Loans & Advances**

Particulars	As at 31st March, 2015	As at 31st March, 2014
<u>Loans Given</u>	-	-
Unsecured, Considered good	20,738,915	18,306,329
Other Advances	232,488	-
TOTAL	20,971,403	18,306,329

9.1 Loans Given include

Rs.2,07,38,916/- (P.Y.:Rs.1,83,06,329/-) due from companies in which directors are interested as directors/members.

9.2 Loans Given (Gross) of Rs. 207.39 lacs (P.Y.: Rs. 183.06 Lacs) and which are outstanding for a long period and there are no repayments/interest recovery. The management is of the opinion that the aforesaid amounts are good and recoverable and hence no provision for bad debts/ write off has been made.

10. Cash and Cash Equivalent

Particulars	As at 31st March, 2015	As at 31st March, 2014
Balance with Banks	13,160	19,284
Cash on Hand	266,636	500,624
TOTAL	279,796	519,908

11. Other Current Assets

Particulars	As at 31st March, 2015	As at 31st March, 2014
Prepaid Expenses	-	18,052
TOTAL	-	18,052

MEGA FIN (INDIA) LIMITED**Consolidated Notes to financial statements for the year ended 31st March, 2015****12. Other Income**

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
Dividend on Investments	15,612	40,790
Sundry Balance Written Back	-	1,000,000
Long Term Capital Gain	1,946,939	-
Total	1,962,551	1,040,790

13. Other Expenses

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
Advertisement	63,420	51,400
Misc. Expenses	1,237	7,828
ROC Filing fees	50,995	3,579
<u>Auditors' Remuneration</u>		-
-as Audit Fees	27,610	25,224
Legal & Professional Fees	13,483	17,977
Listing Fees	18,053	-
DEMAT Charges	6,728	-
Bank Charges	3,025	2,225

Custodian Charges	16,854	12,641
Stock Exchange Listing Fees	-	33,708
Sundry Balance W/off (Investment)	6,740,668	-
Total	6,942,072	154,580



Mega Fin (India) Limited
CIN: L65990MH1982PLC027165

Reg Off: Unit No. A1, 4th Floor, Cnergy, Appa Saheb Marathe Marg, Prabhadevi, Mumbai - 400025

T: +91 22 42305400/01 **F:** +91 22 4230 5555

Website: www.megafinindia.com

ATTENDANCE SLIP
THIRTY THIRD ANNUAL GENERAL MEETING

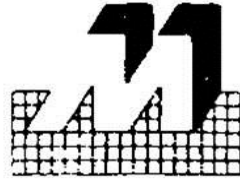
Folio No. /Client ID: _____ No. of Shares: _____ Name of
Member/Proxy: _____ I hereby record
my presence at the 33rd Annual General Meeting of the Company on Wednesday, September 30, 2015 at 3.00 p.m. at
Unit No. A1, 4th Floor, Cnergy, Appa Saheb Marathe Marg, Prabhadevi, Mumbai-400 025.

Member's/Proxy's Signature

Notes:

Notes:

- (1) Shareholders / Proxy holders as the case may be are requested to produce the attendance slip duly signed at the Meeting entrance.
- (2) Members holding shares in physical form, are requested to advise change in their address, if any, to the Registrar & Share Transfer Agent, Big Share Services Pvt. Ltd. E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai- 400072



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PROXY FORM
(Form MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email ID	
Regd. Folio No./ Client ID	
DP ID	

I/We, being the member (s) ofshares of Mega Fin (India) Limited hereby appoint:

1. Name & Address: _____

E-mail ID: _____ Signature _____ or failing him/her

2. Name & Address: _____

E-mail ID: _____ Signature _____ or failing him/her

3. Name & Address: _____

E-mail ID: _____ Signature _____ or failing him/her

and whose signatures are appended below as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the Thirty Third Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September, 2015 at 3.00 p.m. at Unit No. A1, 4th Floor, Cnergy, Appa Saheb Marathe Marg, Prabhadevi, Mumbai- 400 025 and at any adjournment thereof in respect of resolutions are indicated below:

Resolutions		Optional	
		For	Against
	Ordinary Business		
1	Adoption of Annual Accounts of the Company as on March 31, 2015 (Ordinary Resolution)		
2	Re-appointment of Mr. Ajay S Mittal (DIN: 00703208) who retires by rotation (Ordinary Resolution)		
3	Re-appointment of M/s. Kankani Jain Chopra & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration (Ordinary Resolution)		
	Special Business		
4	Appointment of Mrs. Shweta A Phanse as Director (Ordinary Resolution)		
5	Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 (Special Resolution)		

*This is only optional Please put a √ in the appropriate column against the resolutions indicated in the Box. Alternatively you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote, if you leave all the columns blank against any or all the resolutions your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed _____ this day of _____ 2015

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp Re. 1/-

Note:

- 1) **This form of proxy in order to be effective should be duly completed and deposited either at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- 2) **A proxy need not be a member of the company.**
- 3) In case the appointer is a body corporate the proxy form should be signed under its seal or be signed by an office or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the proxy form.
- 4) A person can act as a proxy on behalf of such number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. Further a member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Member.
- 5) In case of joint holders the signature of any one holder will be sufficient but names of all the joint holders should be stated.