

26th
ANNUAL REPORT
2007-2008



Mega Fin (India) Limited

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Mega Fin (India) Limited

BOARD OF DIRECTORS

Mr. Ajay S Mittal	:	Director
Mr. Anil S Mittal	:	Director
Mr. Sanjay P Mittal	:	Director
Mr. Amit Sheth	:	Director
Mr. Sanjay Parchani	:	Director

REGISTERED OFFICE

7TH Floor, C-Wing, Twin Arcade, Military Road,
Marol Maroshi, Adheri (E), Mumbai - 400 059

BANKERS

HDFC Bank Ltd
Canara Bank
The National Co-Operative Bank Ltd

AUDITORS

M/s.S.K..Sheth & Co.
C-110, Borivali Shopping Centre, Chandaverkar Rd,
Borivali(W), Mumbai-400 092
Tel: 022-2801 2326 / 2806 8977
Email: sharad_sheth@hotmail.com

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd
E/2, Ansa Industrial Estate, Saki Vihar Road, Mumbai –
400072
Email: info@bigshareonline.com,
Tel: +91-22-2847 0652/ 40430200, Fax: +91-22-28475207

MEGA FIN (INDIA) LIMITED

Regd. Office :- 7th Floor, C-Wing, Twin Arcade, Military Road, Marol-Maroshi, Andheri (East),
Mumbai- 400 059.

NOTICE is hereby given that the Twenty sixth Annual General Meeting of the members of **MEGA FIN (INDIA) LIMITED** will be held on Saturday, 29th November, 2008 at 4.00 p.m. at the Registered Office of the Company at 7th Floor, C-Wing, Twin Arcade, Military Road, Marol-Maroshi, Andheri (East), Mumbai – 400 059 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2008, Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Mittal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Amit Sheth, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

Notes:

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
- b. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 28th November, 2008 to Saturday, 29th November, 2008 (both days inclusive) .
- c. The proxy form duly completed and signed should be deposited at the Registered Office of the Company not later than 48 hours before the meeting.
- d. Members are requested to notify immediately any change in their address to the Company's Share Transfer Agent, M/s Bigshare Services Pvt. Ltd., at their office at E/2, Ansa Industrial Estate, Saki Vihar Road, Mumbai – 400 072.

- e. The details of Directors seeking re-appointment under Item Nos.2 & 3 of the notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange, are annexed.

For and on behalf of the Board of Directors

Ajay S Mittal
Director

Place : Mumbai
Dated : 31st October, 2008

ANNEXURE TO NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Clause 49 of Listing Agreement)

Name of the Directors	Mr.Sanjay Mittal	Mr.Amit Sheth
Date of Birth	23rd September, 1965	15th November,1967
Qualification	B.Com., M.B.A.(U.S.A.), L.L.B.	B.E.M.M.S.
Date of Appointment	23rd June, 1998	28th December,2005
Profile & Expertise	Mr.Sanjay Mittal has rich and varied experience in Real Estate Development, Travel & Garment Manufacturing.	Mr.Amit Sheth, a Mechanical Engineer and Management Graduate has over 15 years of experience in corporate finance,equities and technology.Mr.Sheth, a natural entrepreneur, co-founded Aurionpro Solutions Ltd in 1997.He continues to be its key driver of growth strategies for banking and financial services sector worldwide.
Directorship held in other companies	Agni Housing Finance Ltd	Aurionpro Solutions Ltd Aurofidel Outsourcing Solutions Ltd
Member in committee of other companies	N.A.	Aurionpro Solutions Ltd:- Audit Committee Remuneration Committee
No of Equity shares held	NIL	NIL

MEGA FIN (INDIA) LIMITED

DIRECTORS' REPORT

To
The Members
Mega Fin (India) Limited

Your Directors present the 26th Annual Report of the Company together with Audited Statements of Accounts for the year ended 31st March, 2008.

1. FINANCIAL RESULTS

	Year ended 31.03.2008 Rs.	Year ended 31.03.2007 Rs.
Gross Income	15,000	25,595
Profit/ (Loss) Before Depreciation	(109,004)	(109,704)
Depreciation	8,637	8,637
Profit/ (Loss) Before Tax	(117,641)	(118,341)
Provision for Tax	NIL	NIL
Profit/ (Loss) After Tax	(117,641)	(118,341)
Add: Brought forward from previous year	(56,415,621)	(56,297,280)
Balance Carried to Balance Sheet	(56,533,262)	(56,415,621)

2. WORKING RESULTS

The Company earned a gross income of Rs.15,000/- during the year. After providing for depreciation of Rs.8,637/- the net loss amounted to Rs.1,17,641/- which has been carried to Balance Sheet. Recoveries of dues and stabilization of operations remain focus areas of your company.

3. DIVIDEND

The Directors of your Company do not recommend any dividend for the year ended 31st March 2008 in view of the loss.

4. FIXED DEPOSITS

Your Company did not accept any fixed deposits during the year under review. In review of the repayment of all the deposits, it is not incumbent on the Company to obtain credit rating.

5. SUBSIDIARY

The Balance Sheet, Profit & Loss A/c etc. of Mega Capital Broking Private Limited, a subsidiary of your Company as well as a statement under Section 212 of the Companies Act, 1956 are attached.

6. DIRECTORS

Mr. Sanjay Mittal and Mr.Amit Sheth retire by rotation and being eligible offer themselves for re-appointment.

7. REPORT ON CORPORATE GOVERNANCE

A Report on Corporate Governance is included as part of the Annual Report.

8. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm that;

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) the Directors had 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 that year.
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis.

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

The disclosure pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 relating to Conservation of Energy, Technology absorption is not applicable to your Company. There neither were any earnings nor outgo of Foreign Exchange.

10. PARTICULARS OF EMPLOYEES:

There was no employee falling within the purview of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975.

11. AUDITORS

M/s. S. K. Sheth & Co. Chartered Accountants, the retiring auditors are eligible for re-appointment. The observations of the Auditors on the Accounts need no further explanation as the same have been appropriately dealt with in the notes to accounts which are self explanatory.

12. ACKNOWLEDGMENT

The Board wishes to place on record its appreciation of the continued support of its Shareholders, Bankers, Clients and Government Authorities.

For and on behalf of the Board

Anil S Mittal
Director

Ajay S Mittal
Director

Place : Mumbai

Dated : 31st October, 2008

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance envisages the attainment of transparency and accountability in the functioning of the Company and the conduct of its business.

The Company will always endeavour to achieve high standards in Corporate Governance and review its systems and procedures towards this objective on continuous basis.

2. BOARD OF DIRECTORS

(A) 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. The Board has strength of five Directors comprising of three non-executive Directors and two Independent Directors.

(B) Non executive Directors' compensation and Disclosures:

Non-Executive Directors are not entitled to any remuneration.

(C) Other Provisions as to Board and Committees:

No Director is a member in more than ten Committees and the Chairman in more than five Committees, across all the Companies in which they are Directors.

Attendance at Board Meetings

During the year, the Board of Directors met six times on the following dates: 30th April, 2007, 31ST July, 2007, 10th September, 2007, 5th October, 2007, 31st October, 2007 and 29th January, 2008 .

The details of attendance of the Directors at Board meetings and the last Annual General Meeting as well as their directorships, membership/ chairmanship of the committees in other companies are as follows:

Sr. No.	Name	Category	Attendance at Board Meetings		Directorships in other public Companies	Membership / Chairmanship of Committees in other Public Companies		Attendance at A.G.M. held on 30 th November, 2007
			Held	Attended		Chairman	Member	
1.	Ajay S Mittal	Non Executive Director	6	6	09	-	06	YES
2.	Sanjay S Mittal	Non Executive Director	6	6	01	-	-	NO
3.	Anil S Mittal	Non Executive Director	6	6	03	-	-	YES
4.	Amit Sheth	Independent Director	6	6	02	-	02	NO
5.	Sanjay Parchani	Independent Director	6	6	-	-	-	NO

(D) CODE OF CONDUCT:

The Company has laid down a code of conduct for the Directors and the members of the Board have affirmed compliance to the said Code of Conduct. A declaration to this effect, duly signed by the Director, is provided as Annexure I to this Report.

3. COMMITTEES OF THE BOARD:

The Company has Three Committees of the Board of Directors viz.

1. Audit Committee
2. Shareholders / Investors Grievance committee
3. Share Transfer Committee

All decisions pertaining to the constitution of Committees, appointment of members and fixing the terms of reference for committee members are taken by the Board of Directors. Details of the role and composition of these committees, including the number of meetings held during the year and the attendance are provided below.

AUDIT COMMITTEE

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

The Audit Committee met four times during the year on 30th April, 2007, 31st July 2007, 5th October, 2007 and 29th January, 2008. 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 role of the Committee includes the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
 - a. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.