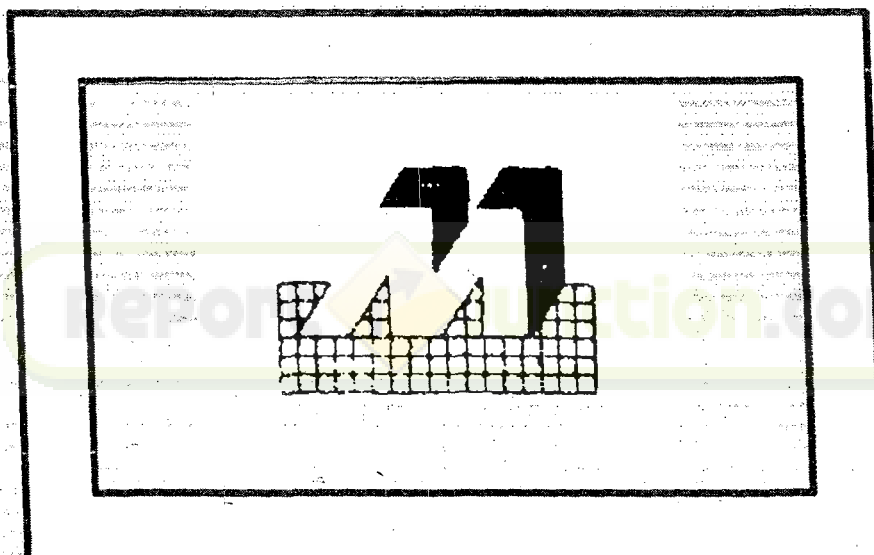


27<sup>th</sup>  
**ANNUAL REPORT**  
**2008-2009**



**Mega Fin (India) Limited**

## 27<sup>TH</sup> ANNUAL REPORT 2008-2009

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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

7<sup>TH</sup> Floor, C-Wing, Twin Arcade, Military Road,  
Marol Maroshi, Andheri (E), Mumbai - 400 059

### BANKERS

HDFC Bank Ltd  
Ahura Centre Branch, Mahakali Caves,  
Andheri(E), Mumbai

### AUDITORS

M/s. S. K. SHETH & CO.  
Room No. 5, 3<sup>rd</sup> Floor, Niloo Mansion, Plot No.28  
Opp. Citi Centre, S. V. Road, Goregaon (West),  
Mumbai-400 062

### REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd  
E/2, Ansa Industrial Estate, Saki Vihar Road,  
Mumbai – 400072  
Email: [info@bigshareonline.com](mailto:info@bigshareonline.com),  
Tel : +91-22-2847 0652/ 40430200,  
Fax: +91-2228475207

## **MEGA FIN (INDIA) LIMITED**

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

**NOTICE** is hereby given that the Twenty Seventh Annual General Meeting of the members of **MEGA FIN (INDIA) LIMITED** will be held on Tuesday, 29<sup>th</sup> September, 2009 at 11.00 a.m. at the Registered Office of the Company at 7<sup>th</sup> 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 31<sup>st</sup> March, 2009, 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. Anil Mittal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

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

**Place : Mumbai**  
**Dated : 25<sup>th</sup> August, 2009**

**Ajay S Mittal**  
**Director**

### **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 Monday, 28<sup>th</sup> September, 2009 to Tuesday, 29<sup>th</sup> September, 2009 (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 Director seeking re-appointment under Item No. 2 of the notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange, are annexed.

### ANNEXURE TO NOTICE

(Pursuant to Clause 49 of Listing Agreement)

<b>Name of the director retiring by rotation</b>	Mr. Anil Mittal
<b>Date of Birth</b>	5 <sup>th</sup> July, 1960
<b>Qualification</b>	B. Com
<b>Date of Appointment</b>	6 <sup>th</sup> May, 2005
<b>Profile &amp; Expertise</b>	One of the key person of Mittal Builders- Mr. Anil Mittal. He spearheads many new projects, one such project being Mittal enclave at Naigaon which is a mini Township catering to the lower Income Group which has all the facilities including School, Club House, Swimming Pool.
<b>Directorship Held in Other Companies</b>	Agani Investment Private Ltd Agani Exports Private Ltd. Amber apartment Makers Private Ltd. Brahma Developers Private Ltd. Blue Yellow Housing Finance Private Ltd. Sealink Construction Co. Private Ltd. S. G. Mittal Builders Private Ltd S. G. Enterprises Private Ltd Ruby Agencies (Delhi) Private Ltd. Mega Custodial Services Ltd
<b>Member in Committee of other Companies</b>	NIL
<b>No. of Equity Shares of the Company Held</b>	52,000

# MEGA FIN (INDIA) LIMITED

## DIRECTORS' REPORT

To  
The Members  
Mega Fin (India) Limited

Your Directors present the 27th Annual Report of the Company together with Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2009.

### 1. FINANCIAL RESULTS

	Year ended 31.03.2009 Rs.	Year ended 31.03.2008 Rs.
Gross Income	95,898	15,000
Expenses	146,673	124,004
Profit/ (Loss) Before Depreciation	(50,775)	(109,004)
Depreciation	8,637	8,637
Profit/ (Loss) Before Tax	(59,412)	(117,641)
Provision for Tax	NIL	NIL
Profit/ (Loss) After Tax	(59,412)	(117,641)
Add: Brought forward from previous year	(56,533,262)	(56,415,621)
Balance Carried to Balance Sheet	(56,592,674)	(56,533,262)

### 2. WORKING RESULTS

The Company earned a gross income of Rs.95, 898/- during the year. After providing for depreciation of Rs.8,637/- the net loss amounted to Rs.59,412/- 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 31<sup>st</sup> March 2009 in view of the losses.

### **4. FIXED DEPOSITS**

Your Company did not accept any fixed deposits during the year under review.

### **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. Anil Mittal 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' RESPOSIBILITY STATEMENT**

Pursuant to Provisions of Section 217(2AA) of the Companies Act, 1956, 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, if any.
- 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**

**Place : Mumbai**  
**Dated : 25<sup>th</sup> August, 2009**

**Ajay S Mittal**  
**Director**

**Anil S Mittal**  
**Director**





## 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 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: 29<sup>th</sup> April, 2008, 29<sup>th</sup> July, 2008, 5<sup>th</sup> September, 2008, 31<sup>st</sup> October, 2008, 29<sup>th</sup> November, 2008 and 30<sup>th</sup> January, 2009.

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 29 <sup>th</sup> November, 2008
			Held	Attended		Chairman	Member	
1.	Ajay S Mittal	Non Executive Director	6	6	9	-	06	YES
2.	Sanjay S Mittal	Non Executive Director	6	6	01	-	-	NO
3.	Anil S Mittal	Non Executive Director	6	6	01	-	-	YES
4.	Amit Sheth	Independent Director	6	6	02	-	03	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 same has been posted on the Company's website, [www.megafinindia.com](http://www.megafinindia.com). 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 29<sup>th</sup> April, 2008, 29<sup>th</sup> July, 2008, 31<sup>st</sup> October, 2008 and 30<sup>th</sup> January, 2009. 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. Overview 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: