

**AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH 2024**

(Rs. In Lakhs except per share data)

STANDALONE						
Sl.	Particulars	Quarter Ended			Year Ended	
		(Audited)	(Unaudited)	(Audited)	(Audited)	
		31.03.2024	31.12.2023	31.03.2023	31.03.2024	31.03.2023
	<b>Revenue from operations</b>					
	(i) Interest income	116.11	108.05	75.30	382.70	316.95
	(ii) Dividend income	0.00	-	-	0.00	-
	(iii) Rental income	-	-	-	-	-
	(iv) Fees and Commission income	-	-	-	-	-
	(v) Net gain/ (loss) on fair value changes	-	-	-	-	-
	(vi) Net gain on derecognition of financial instruments under amortised cost category	-	-	-	-	-
	(vii) Sale of Products	-	-	-	-	-
	(viii) Sale of services	-	-	-	-	-
	(ix) Service charges	-	-	-	-	-
	<b>(I) Total Revenue from operations</b>	<b>116.11</b>	<b>108.05</b>	<b>75.30</b>	<b>382.70</b>	<b>316.95</b>
	<b>(II) Other Income</b>	<b>37.62</b>	<b>4.05</b>	<b>-</b>	<b>41.76</b>	<b>0.04</b>
	<b>(III) Total Income (I +II)</b>	<b>153.73</b>	<b>112.10</b>	<b>75.30</b>	<b>424.46</b>	<b>316.99</b>
	<b>Expenses</b>					
	(i) Finance Cost	76.90	74.51	36.05	236.17	161.34
	(ii) Impairment on financial instruments	5.98	1.78	37.29	-	23.65
	(iii) Employee benefit expenses	9.58	8.86	9.59	38.16	35.14
	(iv) Depreciation, amortisation and impairment	10.48	10.36	9.53	39.66	37.33
	(v) Other Expenditures	21.35	9.30	6.16	56.97	29.83
	<b>(IV) Total Expenses (IV)</b>	<b>124.29</b>	<b>104.80</b>	<b>98.61</b>	<b>370.96</b>	<b>287.26</b>
	<b>(V) Exceptional items</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>(VI) Profit before tax (III-IV-V)</b>	<b>29.43</b>	<b>7.30</b>	<b>(23.31)</b>	<b>53.50</b>	<b>29.71</b>
	<b>(VII) Tax Expenses</b>					
	(1) Current tax	-	-	-	-	-
	(2) Deferred tax	27.56	-	10.75	27.56	6.97
	(3) Taxes relating to prior years	-	-	-	-	-
	(4) MAT Credit entitlement	-	-	-	-	-
	<b>Total Tax Expenses (VII)</b>	<b>27.56</b>	<b>-</b>	<b>10.75</b>	<b>27.56</b>	<b>6.97</b>
	<b>(VIII) Profit for the period (VI-VII)</b>	<b>1.87</b>	<b>7.30</b>	<b>(34.06)</b>	<b>25.94</b>	<b>22.74</b>
	<b>(IX) Other Comprehensive Income</b>					
	<b>A (i) Items that will not be reclassified to profit or loss</b>					
	- Remeasurement of defined benefit plans	(0.11)	-	-	(0.11)	-
	- Fair value changes on equity instruments through Other Comprehensive Income	19.54	-	2.27	19.54	2.27
	(ii) Income tax relating to items that will not be reclassified to profit or loss	(0.49)	-	-	(0.49)	-
	<b>Subtotal (A)</b>	<b>18.94</b>	<b>-</b>	<b>2.27</b>	<b>18.94</b>	<b>2.27</b>
	<b>B (i) Items that will be reclassified to profit or loss</b>					
	- Gain / (Loss) from translating financial statement of a foreign operator	-	-	-	-	-
	- Fair value change in debt instruments through Other Comprehensive Income	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
	<b>Subtotal (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Other Comprehensive Income (A+B) (IX)</b>	<b>18.94</b>	<b>-</b>	<b>2.27</b>	<b>18.94</b>	<b>2.27</b>
	<b>(X) Total comprehensive income for the period (VIII+ IX)</b>	<b>20.82</b>	<b>7.30</b>	<b>(31.79)</b>	<b>44.88</b>	<b>25.00</b>
	<b>(XI) Other Equity (excluding revaluation reserve as per the audited balance sheet)</b>				<b>1,445.58</b>	<b>1,400.70</b>
	<b>(XII) Paid up Equity Capital (FV of Rs. 1/- each)</b>	<b>1,000.00</b>	<b>1,000.00</b>	<b>1,000.00</b>	<b>1,000.00</b>	<b>1,000.00</b>
	<b>(XIII) Earning per equity share</b>					
	(Face value of Rs. 1 each)					
	Basic (Rs.)	0.02	0.01	(0.03)	0.04	0.03
	Diluted (Rs.)	0.02	0.01	(0.03)	0.04	0.03

**Notes:-**

- (1) The above audited results, reviewed by the Audit Committee were taken on record, by the Board of Directors in the meeting held on 27th May 2024.  
(2) Previous Year/ Qtrs. Have been regrouped/ rearranged, wherever necessary.

For Mega Corporation Limited  
  
(Surendra Chhalani)  
(Director & CFO)  
DIN:00002747



MEGA CORPORATION LIMITED

BALANCE SHEET AS AT MARCH 31, 2024

(All amounts in lakhs unless otherwise stated)

	Notes	As at 31 March 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>1 Financial Assets</b>			
a. Cash and cash equivalents	3	242.29	98.58
b. Bank Balance other than (a) above		-	-
c. Derivatives Financial Instruments		-	-
d. Receivables	4		
(I) Trade Receivables		-	16.99
(II) Other Receivables		-	-
e. Loans	5	4,235.13	2,898.06
f. Investments	6	279.42	190.50
g. Other financial assets	7	1.63	-
<b>2 Non-Financial assets</b>			
a. Inventories		-	-
b. Current tax assets (net)	8	24.21	17.58
c. Deferred tax assets (Net)	9	52.17	80.22
d. Investment Property		-	-
e. Biological assets other than bearer plants		-	-
f. Property, Plant and Equipment	10	258.00	294.21
g. Capital work in Progress		-	-
h. Intangible assets under development		-	-
i. Goodwill		-	-
j. Other Intangible Assets		-	-
k. Right of use under a lease	11	31.14	-
l. Net Investment in finance lease	12	113.48	-
m. Other non-financials assets	13	457.27	469.10
<b>TOTAL ASSETS</b>		<b>5,694.74</b>	<b>4,065.23</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>1 Financial liabilities</b>			
a. Derivative financial instruments			
b. Payables	14		
(I) Trade payables	14.1	-	-
(i) Total outstanding dues of micro enterprises and small enterprises			
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises			
(II) Other payables	14.2		
(i) Total outstanding dues of micro enterprises and small enterprises		1.58	0.95
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
c. Debt Securities			
d. Borrowings (Other than Debt Securities)	15	2,912.42	1,283.47
f. Deposits			
g. Subordinated Liabilities			
h. Other Financial liabilities	16	297.89	307.84
<b>2 Non-Financial liabilities</b>			
a. Current Tax liabilities (Net)		-	-
b. Provisions	17	28.92	68.67
c. Deferred Tax Liabilities (Net)		-	-
d. Other Non-Financial liabilities	18	8.35	3.60
<b>3 Equity</b>			
a. Equity share capital	19	1,000.00	1,000.00
b. Other equity	20	1,445.58	1,400.70
<b>Total Liabilities and Equity</b>		<b>5,694.74</b>	<b>4,065.23</b>



## MEGA CORPORATION LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in lakhs unless otherwise stated)

	Notes	Year Ended 31 March 2024	Year Ended March 31, 2023	
<b>Revenue from operations</b>				
(i)	Interest Income	21	382.70	316.95
(ii)	Dividend Income	22	0.00	-
(iii)	Rental Income		-	-
(iv)	Fees and Commission Income		-	-
(v)	Net gain on fair value changes		-	-
(vi)	Net Gain on derecognition of financial instruments under amortised cost category		-	-
(vii)	Sale of Services		-	-
(viii)	Others		-	-
(I)	<b>Total Revenue from operations</b>		<b>382.70</b>	<b>316.95</b>
(II)	Other income	23	41.76	0.04
(III)	<b>Total income (1+2)</b>		<b>424.46</b>	<b>316.99</b>
<b>Expenses</b>				
(i)	Finance costs	24	236.17	161.34
(ii)	Fees and Commission Expense		-	-
(iii)	Net gain on fair value changes		-	-
(iv)	Net Gain on derecognition of financial instruments under amortised cost category		-	-
(v)	Impairment on financial instruments	25	-	23.65
(vi)	Cost of Material Consumed		-	-
(vii)	Purchase of Stock in Trade		-	-
(viii)	Changes in Inventories of finished goods, stock in trade and work in progress		-	-
(ix)	Employee benefits expense	26	38.16	35.14
(x)	Depreciation, amortisation and impairment	10	39.66	37.33
(xi)	Other expenses	27	56.97	29.83
(IV)	<b>Total expenses</b>		<b>370.96</b>	<b>287.28</b>
(V)	<b>Profit/(Loss) before exceptional item and tax (III - IV)</b>		<b>53.50</b>	<b>29.71</b>
(VI)	<b>Exceptional item</b>			
(VII)	<b>Profit before tax (V - VI)</b>		<b>53.50</b>	<b>29.71</b>
(VIII)	<b>Tax expense:</b>	26		
	Current tax		-	-
	Deferred tax		27.56	6.97
	Adjustment of tax relating to earlier period		-	-
	Less : MAT credit entitlement		-	-
	<b>Total tax expense</b>		<b>27.56</b>	<b>6.97</b>
(IX)	<b>Profit/(Loss) for the period from continuing operations (VII - VIII)</b>		<b>25.94</b>	<b>22.73</b>
(X)	<b>Profit/(Loss) for the period from discontinued operations</b>		-	-
(XI)	<b>Tax Expense of discontinued operations</b>		-	-
(XII)	<b>Profit/(Loss) for the period from discontinued operations after tax (X - XI)</b>		-	-
(XIII)	<b>Profit/(Loss) for the period (IX + XII)</b>		<b>25.94</b>	<b>22.73</b>
(XIV)	<b>Other comprehensive income</b>			
(A)	(i) <u>Items that will not be reclassified to profit and loss</u>			
	(a) Changes in fair valuation of equity instruments		19.54	2.27
	(b) Remeasurements of the defined benefit plans		(0.11)	-
	(ii) Income tax relating to items that will not be reclassified to profit and loss		(0.49)	-
	(ii) Income tax relating to items that will be reclassified to profit and loss		-	-
	<b>Total other comprehensive income</b>		<b>18.94</b>	<b>2.27</b>
	Changes in fair valuation of equity instruments		-	-
	Equity instruments through other comprehensive income		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	<b>Total other comprehensive income (Net of Tax)</b>		<b>-</b>	<b>-</b>
(XV)	<b>Total comprehensive income for the year (XIII + XIV)</b>		<b>44.88</b>	<b>25.00</b>
(XVI)	<b>Earnings per equity share:</b>			
	(Face value Rs. 1 per share)			
	- Basic and diluted (Rupees)	30	0.04	0.02



MEGA CORPORATION LIMITED

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2024

(All amounts in lakhs unless otherwise stated)

PARTICULARS	As on	As on
	March 31, 2024	March 31, 2023
<b>1 Cash flow from operating activities :-</b>		
Profit for the year	53.50	29.71
<b>Adjusted for:</b>		
Depreciation and Amortisation expense	37.83	37.33
(Profit)/Loss on sale of property, plant and equipment (net)	-	(0.04)
Dividend Received (Long Term Investments)	(0.00)	-
Balance written off	(41.03)	-
Impairment on financial instruments	-	23.65
<b>Operating Profit / (loss) before working capital changes</b>	<b>50.30</b>	<b>90.65</b>
<b>Changes in Assets and Liabilities</b>		
Adjusted for:		
(Increase)/ Decrease in trade receivables	16.99	-
(Increase)/ Decrease in loans	(1,337.08)	200.22
(Increase)/ Decrease in tax assets	(6.63)	1.08
(Increase)/Decrease in Right to use assets	(31.14)	-
(Increase)/Decrease in Net Investment in finance lease	(113.48)	-
(Increase)/ Decrease in other financial assets	(1.63)	0.20
(Increase)/ Decrease in other non financial assets	11.83	248.07
Increase/ (Decrease) in trade payables	0.62	0.05
Increase/ (Decrease) in other liabilities	4.75	(2.55)
Increase/ (Decrease) in Other Financial liabilities	(9.95)	1.90
Increase/ (Decrease) in provisions	1.17	1.57
<b>Cash generated from operations</b>	<b>(1,414.25)</b>	<b>541.19</b>
<b>Add: Amount received on merger of subsidiary company</b>	<b>-</b>	<b>-</b>
Less : Taxation paid /refund (net off)	-	-
<b>Net cash from operating activities</b>	<b>(1,414.25)</b>	<b>541.19</b>
<b>2 Cash flow from Investing activities</b>		
Purchase of fixed assets	(1.62)	(10.72)
Purchase of Investments	(100.00)	(9.23)
Unrealised (Gain)/loss on fair valuation of financial instruments	-	-
Sale of investment (net of profit)	30.63	-
Sale of fixed assets	-	0.50
Dividend received	0.00	-
<b>Net cash used in investing activities</b>	<b>(70.99)</b>	<b>(19.45)</b>
<b>3 Cash flow from financing activities</b>		
Proceeds from short-term borrowings	1,628.95	(512.03)
<b>Net cash used in financing activities</b>	<b>1,628.95</b>	<b>(512.03)</b>
Net (Increase/ Decrease) in Cash and Cash Equivalents	143.71	9.70
Cash and cash equivalent at the beginning of the year	98.58	88.87
Cash and cash equivalent at the end of the year	242.29	98.58



The Listing Department

Date: 27<sup>th</sup> May, 2024

**Bombay Stock Exchange Ltd.**

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai- 400 001

TEL: 91-22-22721233/4

FAX: 91-22-22721919

**Ref: Company Code no. 531417 MEGACOR**

**Sub: Declaration regarding Unmodified opinion on Audited Financial Statements pursuant to Regulation 33(3) (d) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

Dear Sir/Ma'am,

In terms of provision of Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we declare that the Statutory Auditors of the Company M/s A G M S & Co., Chartered Accountants, FRN 021141N, have issued an Audit Report with Unmodified Opinion on Standalone Audited Financial Results of the Company for the Quarter and Financial Year ended 31<sup>st</sup> March, 2024.

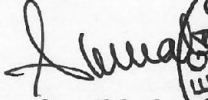
This declaration is submitted for your kind information and records.

Kindly take the same on your records.

Thanking you,

Yours Faithfully,

For Mega Corporation Limited

  
Surendra Chhalan  
Director and CFO

DIN: 00002747

Address: H. No. 246, Sector-31, Faridabad-121003

**Mega Corporation Limited**

Regd. Office:

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Okhla Industrial Estate-III,

New Delhi-110020

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CIN: L65100DL1985PLC092375

**Independent Auditor's Report on Standalone Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**To The Board of Directors of Mega Corp Limited**

**Opinion**

We have audited the accompanying standalone annual financial results ('the Statement') of **Mega Corp Limited** (the company) for the year ended **31 March 2024**, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us the Statement:

(i) presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and

(ii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards (Ind AS) specified under section 133 of the companies Act, 2013 ('the Act') read with the companies (Indian Accounting Standards) rules 2015, as amended and other accounting principles generally accepted in India, of the net profit after tax and other comprehensive income and other financial information for the year ended 31 March 2024

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Statement section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Management's Responsibilities for the Statement**

This Statement has been prepared on the basis of the annual financial statements and has been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit/loss and other comprehensive income and other financial information of the Company in accordance with the Ind AS specified under section 133 of the Act read with the companies (Indian Accounting Standards) rules 2015, as amended and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records,



relevant to the preparation and presentation of the statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

#### **Auditor's Responsibilities for the Audit of the Statement**

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standard on Auditing, specified under section 143(10) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Statement.

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

- i. Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has in place adequate internal financial controls with reference to the financial statements and operating effectiveness such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- iv. Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- v. Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Other Matters**

The Statement includes the financial results for the quarter ended 31 March 2024, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year, which were subject to limited review by us.

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

*Ugolchha*

**CA Chunni Lal Golchha**  
**Partner**  
**M. No. 080597**  
**UDIN: 24080597BKGWZO6097**



**Place: Vaishali, Ghaziabad**  
**Dated: 27 May 2024**



**INDEPENDENT AUDITOR'S REPORT**

To,  
The Members,  
MEGA Corporation Limited,  
A-33, Second Floor, F.I.E.E.  
Okhla Industrial Area, Phase-II,  
New Delhi-110020

**1. Opinion**

- a. We have audited the accompanying Financial Statements of Mega Corporation Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including other Comprehensive Income), Statement of changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").
- b. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (Ind AS) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, its cash flows and changes in equity for the year ended on that date.

**2. Basis for Opinion**

We have conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code



of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

**3. Key Audit Matters (KAM)**

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

**4. Information Other than the Financial Statements and Auditor's Report thereon**

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

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

- b. In connection with our audit of the financial statements, our responsibility is to read the other information identified above, when it becomes available, and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement in this Board Report, we are required to report that fact.



## 5. Management's Responsibility for the Financial Statements

- a. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- b. In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

## 6. Auditor's Responsibilities for the Audit of the Financial Statements

- a. Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.



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

i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management

iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

v) Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

c. Materiality is the magnitude of misstatements in the Financial Statements that, individually or in



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

- d. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- e. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- f. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

- 1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income,



- Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
- d. In our opinion, the aforesaid financial statements comply with the Ind AS prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to financial statements.
  - g. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act.
  - h. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements- Refer Note 31 to the Financial Statements.
    - ii. The company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii. There is no amount required to be transferred, to the investor’s education & Protection Fund by the Company
    - iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities (“intermediaries”) with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or behalf of the company (“ultimate beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.



- b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person or entity including foreign entities (“Funding Parties”) with the understanding, whether recorded in writing or otherwise, that the company shall, whether directly or indirectly, lend or invest in other person or entity identified in any manner whatsoever by or behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries; and
- c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that representations under sub clause (a) and (b) contain any material mis-statement.
- v. The Company has neither declared nor paid any dividend during the year.
3. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As the proviso to Rule 3(1) of the Companies (Accounts) Rules 2014 is applicable from 1st April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014 on preservation of audit trail as per statutory requirements for record retention is not applicable for the financial year ending 31st March 2024.”

**For A G M S & CO**

**Chartered Accountants**

**Firm Registration Number: 021141N**

*Chunni Lal Golchha*

**CA Chunni Lal Golchha**

**Partner**

**M. No.: 080597**

**UDIN: 24080597BKGWZN8075**

**Date: 27 May 2024**

**Place: Vaishali, Ghaziabad**



## Annexure 'A'

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

We report that:

- i. a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;  
(B) As explained to us, the company has no intangible assets therefore no comments are required whether the company is maintaining proper records showing full particulars of intangible assets;
- b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification
- c) According to the information and explanations given by the management, **there are no immovable properties**, hence reporting whether the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company, are not applicable to the company.
- d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- e) As explained to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. a) As explained to us, the company has no inventories therefore no comments are required whether physical verification of inventory has been conducted at reasonable intervals by the management.
- b) As explained to us, the company has no sanctioned working capital limits on the security of current assets therefore no comments are required whether the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.
- iii. a) Clause (iii) (a) is not applicable as the principal business of the company is to give loans.
- b) According to the information and explanations given to us and the records produced before us, the investments made, guarantees provided, security given





and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prima facie prejudicial to the company's interest.

- c) The loans are repayable on demand on or before the agreed period. Tenure of loan can be mutually extended as well. Schedule of repayment of interest, as agreed, is regularly accounted for.
- d) The total amount overdue for more than ninety days is Rs. Nil/-.
- e) Clause (iii) (e) is not applicable as the principal business of the company is to give loans.
- f) The company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment:
- Aggregate amount of loans or advances in the nature of loans given during the year is Rs. 31,13,50,000/-
  - Percentage thereof to the total loans granted is 100%.
  - Aggregate amount of loans granted to Promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 is 3,40,00,000/-.
- iv. In respect of loans, investments, guarantees, and security, provisions of sections 185 and 186 of the Companies Act have been complied with.
- v. The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013. Accordingly, the provisions of clause 3(v) of the order are not applicable.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
- vii. a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2024 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute.
- viii. According to the information and explanations given by the management, no



transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- ix. a) In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender except following lenders.

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

- b) According to the information and explanations given by the management, the company is not declared wilful defaulter by any bank or financial institution or other lender;
- c) In our opinion and according to the information and explanations given by the management, the Company has not obtained any term loan therefore clause 3(ix) (c) of CARO, 2020 is not applicable whether term loan was applied for the purpose for which the loans were obtained.
- d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilised for long term purposes.
- e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,
- f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies.
- x. a) Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.



- b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- xi. a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;
- b) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed therefore report under sub-section (12) of section 143 of the Companies Act is not applicable;
- c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company.
- xii. The company is not a Nidhi Company. Therefore, clause xii is not applicable on the company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards;
- xiv. a) According to the information and explanations given by the management, the company has an internal audit system commensurate with the size and nature of its business;
- b) The reports of the Internal Auditors for the period under audit were considered by us.
- xv. On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. a) In our Opinion and based on our examination, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and the registration has been obtained;
- b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934,
- c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.



- d) According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.
- xvii. Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been resignation of the statutory auditors during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- xix. On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- xx. Based on our examination, the provision of section 135 of Companies Act are not applicable on the company. Hence this clause is not applicable on the company.
- xxi. The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

**For A G M S & CO**

**Chartered Accountants**

**Firm Registration No: 021141N**

*Chunni Lal Golchha*

**CA Chunni Lal Golchha**

**Partner**

**M No. 080597**

**UDIN: 24080597BKGWZN8075**

**Date: 27<sup>th</sup> May 2024**

**Place: Ghaziabad**



## Annexure 'B'

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

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

We have audited the internal financial controls over financial reporting of Mega Corporation Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.



Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For A G M S & CO**

**Chartered Accountants**

**Firm Registration Number: 021141N**

*Chunni Lal Golchha*

**CA Chunni Lal Golchha**

**Partner**

**M No. 080597**

**UDIN: 24080597BKGWZN8075**

**Date: 27<sup>th</sup> May 2024**

**Place: Ghaziabad**

