



MEGA FIN (INDIA) LIMITED

Regd. Office: - 501, 5th Floor, D-Wing, Twin Arcade, Military Road, Marol-Maroshi, Andheri (East), Mumbai- 400 059.

Notice

NOTICE is hereby given that the 31st Annual General Meeting of the members of **MEGA FIN (INDIA) LIMITED** will be held on Monday, 30th September, 2013 at 1:00 p.m. at the Registered Office of the Company at 501, 5th Floor, D-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, 2013, 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. Amit Sheth, 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

Ajay S Mittal
Director

Place: Mumbai

Dated: 30th May, 2013

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 Tuesday, 25th September, 2013 to Monday, 30th September, 2013 (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. Member / Proxy should bring the attendance slip duly filled in for attending the meeting.
- d. Explanatory Statement under section 173(2) of the Companies Act, 1956 is annexed hereto.
- e. 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.
- f. The Register of Directors' shareholdings, maintained under Section 307 of the Companies Act, 1956 as well as all other documents referred to in the notice, are open for inspection at the Registered Office of the Company during the office hours on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
- g. Members desirous of seeking information relating to the accounts and operations of the Company are requested to address their queries to the Company at least 7 days in advance of the meeting, to enable the company to keep the information ready.
- h. Shareholders are requested to bring their copies of Annual Report to the meeting.
- i. The details of Director seeking re-appointment under Item Nos. 2 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: 30th May, 2013



ANNEXURE TO NOTICE of 30th Annual General Meeting of the members of **MEGA FIN (INDIA) LIMITED:**
(Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Mr. Amit Sheth
Date of Birth	23/09/1965
Qualification	B.E, M.M.S.
Date of Appointment	28/12/2005
Profile & Expertise	Mr. Amit Sheth has rich and varied experience in Financial Services and Marketing and Software Businesses.
Directorships / Designated Partnerships held in other Companies/LLP's	1. AURIONPRO SOLUTIONS LIMITED 2. AUROSCIENT OUTSOURCING LIMITED 3. Auro Fidel Outsourcing Limited 4. SENA Systems Private Limited
Member in committee of other companies	NIL
No. of Equity Shares held	NIL



MEGA FIN (INDIA) LIMITED

Directors' Report

To
The Members
Mega Fin (India) Limited

Your Directors present the 31st Annual Report of the Company together with Audited Statements of Accounts for the year ended 31st March, 2013.

1. FINANCIAL RESULTS

Particulars	(Amt in Rs.)	
	Year ended 31.03.2013	Year ended 31.03.2012
Gross Income	3,58,82,707	91,756
Expenses	3,59,22,278	177,936
Profit/ (Loss) Before Depreciation	(39,572)	(86,181)
Depreciation	Nil	Nil
Profit/ (Loss) Before Tax	(39,572)	(86,181)
Provision for Tax	Nil	Nil
Profit/ (Loss) After Tax	(39,572)	(86,181)
Add: loss Brought forwarded from previous year	(5,68,13,991)	(56,726,810)
Balance Carried to Balance Sheet	(5,68,52,562)	(56,812,991)

2. WORKING RESULTS

The Company earned a gross income of Rs. 3, 58, 82,707/- during the year. The net loss amounted to Rs. 39,572/- 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 2013 in view of the loss.

4. PUBLIC DEPOSITS

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

5. SUBSIDIARY COMPANY

The Annual Accounts of Mega Capital Broking Private Limited as on 31st March, 2013, a subsidiary of your Company as well as a statement under Section 212 of the Companies Act, 1956 is attached with this report.



6. DIRECTORS

Mr. Amit Sheth retires by rotation at the Annual General Meeting and being eligible offers himself for re-appointment and your Board recommends his re-appointment

7. REPORT ON CORPORATE GOVERNANCE

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

8. DIRECTORS' RESPONSIBILITY 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 have been followed along with proper explanation relating to material departures, if any.
- b) the Directors 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 as at 31st March, 2013 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 this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the Directors have 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. ACKNOWLEDGEMENT

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

For and on behalf of the Board

Ajay S Mittal
Chairman

Place: Mumbai
Dated: 30th May, 2013