



MEGA FIN (INDIA) LIMITED

CIN: L65990MH1982PLC027165

Reg. Off: 17th Floor, A-Wing, Mittal Tower, Nariman Point, Mumbai – 400021 **Tel:** 022- 42305500/502

E-mail: company.world05@gmail.com **Website:** www.megafin.in

30th May 2024

Corporate Relationship Department

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Re.: - Mega Fin (India) Limited — BSE Scrip Code: 532105

**Sub: Submission of Annual Secretarial Compliance Report for the year ended
31st March, 2024.**

Dear Sir/ Madam,

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, NSE Circular No. NSE/CML/2023/30 and BSE Notice No. 20230410-41 both dated 10th April, 2023, please find enclosed copy of Annual Secretarial Compliance Report dated 30th May, 2024 for the Financial Year 2023-24 issued by Mrs. Sejal Soni, Practicing Company Secretary and the Company's Secretarial Auditor.

You are requested to take the same on record.

For Mega Fin (India) Limited

Hema Shah

Director

DIN: 09718467



Sejal Soni & Associates, Company Secretaries

Add: Shop No 307, Raghuleela Mega Mall, Near Poisar Bus Depot, Kandivali West, Mumbai – 400-067

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SECRETARIAL COMPLIANCE REPORT

Mega Fin (India) Limited for the financial year ended 31st March, 2024

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”)

I, CS Sejal Soni, have conducted the review of the compliance of the applicable statutory provisions and adherence to good corporate practices by Mega Fin (India) Limited, having its registered office at 17th Floor, A-Wing, Mittal Tower, Nariman Point, Mumbai – 400021. Secretarial Review was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conduct/statutory compliances and to provide my observation thereon.

I have examined:

- (a) All the documents and records made available to us and explanation provided by the listed entity,
- (b) The filings/ submissions made by the listed entity to the stock exchange,
- (c) Website of the listed entity,
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March, 2024 in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below;

Sr. No.	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Regulations /Circular No	Deviation	Action Takenby	Type of Action Advisory /Clarification /Fine/ Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The Company has to pay it's Annual Listing Fees for the FY 2023-24	Regulation of the SEBI (LODR)	Non-payment of Annual Listing Fees for the FY 2023-24	BSE Limited	Suspended trading	Non-payment of Annual Listing Fees	NA		The Company is under financial stress and will make the payment of ALF dues at the earliest.	None



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2	To file shareholding pattern for the quarter ended on 30 th June 2023 on or before 21 st July 2023	Regulation 31	Non-filing of shareholding pattern within a due date	BSE Limited	Imposed fine	Non-filing of shareholding pattern for the quarter ended on 30 th June 2023 on or before 21 st July 2023	28,000		The Company has clarified to the BSE that due to technical error at BSE site and filed waiver application.	None
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(b) The listed entity has taken the following actions to comply with the observations made in previous report

Sr. No.	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Regulations /Circular No	Deviation	Action Taken by	Type of Action (Advisory /Clarification /Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
	To file reclassification of promoters holding application within a period of 30 days from the date of approval from directors/shareholders	Regulation 31A of SEBI (LODR) Regulations, 2015.	For delay of 1 day in respect of filing of Application of Reclassification under Regulation 31A of SEBI (LODR) Regulations, 2015	BSE Limited	penalty/fine	Regulation 31A of SEBI (LODR) Regulations, 2015	Rs. 5,000/-		It was due to inadvertent, filed one day delay.	None

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NA	To maintain website	Regulation – 46 of the SEBI (LODR)	Not maintained website	-	Clarification	NA	None		As existing domain not available hence company has purchased other domain to run the website.	None
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No such Resignation happened during the period under review
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed	NA	No such instance during the period under review



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	<p>entity/material subsidiary such as non-availability of information / noncooperation by the management which has hampered the audit process, the auditor has approached the chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI /NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	No such Resignation happened during the period under review

III. I hereby report that, during the review Period the compliance status of the listed entity is appended below;

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><u>Secretarial Standard:</u></p> <p>The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central</p>	Yes	-



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	Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
2.	<p><u>Adoption and timely updating of the Policies:</u></p> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	-
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website.• Timely dissemination of the documents/ information under a separate section on the website.• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	No	The company have maintained a functional website (www.megafin.in) as per the provisions of Section 46 of SEBI (LODR) Regulations, 2015, however Regulation 27 is not applicable to the Company.
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	-
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	NA	The company does not have any subsidiary.
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-



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7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, in case no prior approval obtained.</p>	Yes	.
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p>	Yes	-
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance was observed.</p>	Yes	-

Assumptions & Limitation of scope and Review:

1. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



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3. I have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Sejal Soni & Associates

Practicing Company Secretaries

SEJAL

VIKRAM SONI

Digitally signed by SEJAL
VIKRAM SONI
Date: 2024.05.30 19:55:10
+05'30'

CS Sejal Soni

Proprietor

Membership No.: A47193

Certificate of Practice: 17441

UDIN: A047193F000505233

Peer Review Cert. No: 4058/2023

Date: 30th May, 2024

Place: Mumbai