MegaCorp./Secy/STX/26-27/08 Dated: 25th August, 2026

To,
BSE Limited
Listing Dept./ Dept. of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
Scrip code/ ID: 531417/ MEGACOR

Ref.: Regulation-34 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015
Subj. Annual Report for the Financial Year 2025-26 and Notice of Annual General Meeting (AGM).

Dear Sir/ Madam,

Pursuant to provisions of Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015], please find enclosed herewith the Annual Report of the Company for the Financial year 2025-26 and the Notice of **41st AGM scheduled to be held on Monday, 21st September, 2026 at 02:30 P.M. through Video Conferencing/ Other Audio Visual Means, to transact the business as set out therein**.

The Annual Report for the financial year 2025-26 and the Notice of AGM are also available at the website of the Company i.e. https://megacorpltd.com/ under "**Investors Relations**" Section.

The Company shall commence dispatch (by electronic means) of the Notice of AGM and the Annual Report for FY 2025-26 from Thursday i.e. 27th August, 2026. Further, in accordance with Regulations 36(1)(b) of SEBI (LODR) Regulations, 2015, a letter is being sent to those shareholders whose e-mail addresses are not registered with the Company/ Registrar & Transfer Agent/ Depository Participants, providing the weblink of Company's website where the Annual Report for FY 2025-26 and the Notice of AGM are available..

Submitted for your record.

Thanking you,

For Mega Corporation Limited
Kunal Lalani
Digitally signed by Kunal Lalani
Date: 2026.08.25 16:05:55 +05'30'
Kunal Lalani
Director
DIN: 00002756

MegaCo₹p

ANNUAL REPORT 2025-26

CORPORATE INFORMATION

NON-EXECUTIVE NON-INDEPENDENT DIRECTORS

Mr. Kunal Lalani
Mr. Ashraye Lalani
Mr. Kanishkkant Dubey
Mrs. Anisha Anand

EXECUTIVE DIRECTORS

Mr. Surendra Chhalani
Mr. Vikram Anand

INDEPENDENT DIRECTORS

Mr. Surendra Pagaria
Mr. Surendra Kumar Chhajer
Mr. Navratan Baid

STATUTORY AUDITORS

M/s. Manish Pandey & Associates
(Chartered Accountants)

SECRETARIAL AUDITORS

M/s. Vikash Gupta & Co., Delhi (Company Secretaries)

REGISTRAR AND TRANSFER AGENT (ELECTRONIC & PHYSICAL)

MUFG Intime India Private Limited
Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block,
Near Savitri Market, Janakpuri, New Delhi-110058
Phone No.: **011 - 49411000** Fax: **011 - 4141 0591**
Email: delhi@in.mpms.mufg.com

REGISTERED OFFICE:

Plot No. 38, First Floor, Okhla Industrial Estate,
Phase-III, New Delhi - 110020
www.megacorpltd.com
Email: cs@megacorpltd.com
CIN: L65100DL1985PLC092375

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DIRECTOR'S REPORT FOR THE FINANCIAL YEAR ENDED 2025-26

TO THE MEMBERS OF MEGA CORPORATION LIMITED

Your Directors have pleasure in presenting the 41st Annual Report together with audited accounts for the year ended 31st March 2026. The summarized financial results of the Company are presented hereunder:

FINANCIAL RESULTS

(Amount in Lakhs)

Particulars	Standalone Financials	
	2025-26	2024-25
Revenue from Operations	749.47	601.62
Other Income	22.89	12.77
Total Income	**772.37**	**614.39**
Total Expenses	651.03	577.65
Profit/ (Loss) before exceptional items & tax	121.34	36.74
Exceptional Item	0.00	0.00
Profit/(Loss) before tax	**121.34**	**36.74**
Tax Expenses		
• Current Year	--	--
• Previous Year	--	--
• MAT Entitlement	--	--
• Deferred Tax	29.72	11.71
Profit/ (Loss) for the period	**91.62**	**25.03**
Other Comprehensive Income	(68.49)	73.90
Total comprehensive Income	23.13	98.93
Paid up Equity Share Capital	2000	2000
Earnings Per Share	0.01	0.08

STATE OF COMPANY'S AFFAIRS

During the financial year 2025-26, the Company's Revenue from Operations increased to Rs.749.47 Lakhs as against Rs.601.62 Lakhs in the previous year. The Company recorded a Profit before Tax of Rs.121.34 Lakhs as compared to Rs.36.74 Lakhs in the previous year. After tax adjustments, the Profit after Tax stood at Rs.91.62 Lakhs as against Rs.25.03 Lakhs in the previous year. The Total Comprehensive Income stood at Rs.23.13 Lakhs. The EPS for the year was Rs.0.01.

MATERIAL CHANGES AND COMMITMENTS AFTER THE DATE OF CLOSE OF FINANCIAL YEAR 2025-26

There were no other material changes and commitment affecting the financial position of company after the close of financial year 2025-26.

DIVIDEND AND RESERVES

During the Reporting Period, the company has earned nominal net profit of Rs.91.62 Lakhs and the management has decided to reinvest the money for the purpose of expansion and overall growth of the company.

Hence, your management recommended no dividend for the financial year ended March 31, 2026 and will increase efforts to enhance the profit in coming financial year. Further your Directors do not propose to transfer any amount to the general reserve.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of your Company consists of the following Directors as on 31st March, 2026:

1.	Mr. Surendra Chhalani	–	Executive Director
2.	Ms. Anisha Anand	–	Non-Executive Non-Independent Director
3.	Mr. Vikram Anand	–	Executive Director
4.	Mr. Kunal Lalani	–	Non Executive Non Independent Director
5.	Mr. Surendra Kumar Chhajer	–	Independent Director
6.	Mr. Surendra Pagaria	–	Independent Director
7.	Mr. Ashraye Lalani	–	Non Executive Non Independent Director
8.	Mr. Navratan Baid	–	Independent Director
9.	Mr. Kanishkkant Dubey	–	Non-Executive Non Independent Director

Pursuant to the provisions of Section 203 of the Act, Your Company also consists of the following Key Managerial Personnel (KMP):

1. Mr. Vikram Anand (Chief Financial Officer)

A. Change in Board of Directors during the financial year:

During the financial year, Mr. Kanishkkant Dubey was appointed as an additional Director of the Company with effect from 23rd February, 2026, and further his appointment has approved by members in Extra Ordinary General Meeting to appoint him as a Non-Executive Non-Independent Director with the effect from 5th May, 2026 and Mr. Navratan Baid was appointed as an Independent Director with effect from 25th March, 2026. Mr. Asharye Lalani was appointed as Non-Executive Director with effect from 24th June, 2026.

B. Change in Board of Directors after the end of financial year 2025-26:

Mr. Asharye Lalani was appointed as a Non-Executive Non-Independent Director with effect from 24th June.

C. Directors liable to retire by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Kunal Lalani (Non-Executive Non-Independent Director) (DIN: 00002756) and Ms. Anisha Anand (Non-Executive Non-Independent Director) (DIN: 00407509) are liable to retire by rotation and being eligible, seeks re-appointment at the ensuing AGM. Mr. Kunal Lalani and Ms. Anisha Anand are not disqualified under Section 164(2) of the Companies Act, 2013. Board of Directors recommends their re-appointment in the best interest of the Company.

The Notice convening forthcoming AGM includes the proposal for re-appointment of aforesaid Directors. A brief resume of the Directors proposed to be re-appointed, nature of their experience in specific functions and area and number of listed companies in which they holds Membership/ Chairmanship of Board and Committees, shareholdings and inter-se relationships with other Directors as stipulated under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) are provided in the **'Annexure to the Notice of AGM'** forming part of the Annual Report.

D. Change in KMP during the financial year:

During the period under review. Mr. Shashwat Chaudhary has tendered his resignation from the position of Company Secretary and Compliance Officer of the Company w.e.f. 16th January, 2026. The company appointed Mr. Jitender as the Company Secretary of the Company on 14th April 2026 as Compliance officer of the company.

E. Change in KMP after the financial year:

Mr. Jitender was appointed as Company Secretary & Compliance Officer of the Company w.e.f. 14th April, 2026.

Mr. Jitender has also tendered his resignation from the position of Company Secretary and Compliance Officer of the Company w.e.f. 5th June, 2026 due to his bad health.

DECLARATION BY THE INDEPENDENT DIRECTORS

All the independent directors have submitted a declaration of independence, stating that they meet the criteria of independence provided under section 149(6) of the Act read with regulation 16(1)(b) and 25(8) of the SEBI Listing Regulations, as amended. They also confirmed compliance with the provisions of rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, relating to inclusion of their name in the databank of independent directors.

The Board took on record the declaration and confirmation submitted by the independent directors regarding them meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same in terms of the requirements of regulation 25 of the SEBI Listing Regulations.

NUMBER OF MEETINGS OF THE BOARD

The Board met eleven times (11) during the financial year 2025-26. The meeting details are provided in the corporate governance report that forms part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed by the Companies Act, 2013.

During the FY 2025-26, all the meetings of the Board were held at the Company's Registered Office in New Delhi, through physical mode.

COMMITTEES OF THE BOARD

As on March 31, 2026, the Board had three committees: the Audit Committee, the Nomination and Remuneration Committee, and the Stakeholders Relationship Committee.

During the FY 2025-26, the Audit Committee of the Board met eight (8) times, the Nomination & Remuneration Committee met Seven (7) times, Stakeholders' Relationship Committee met one (1) time. Details of constitution, terms of reference of the Committees, and attendance of Directors at meetings of the Committees are provided in the Corporate Governance Report forming part of Annual Report.

During the year, all recommendations made by the committees were approved by the Board. Details of constitution, terms of reference of the Committees, and attendance of Directors at meetings of the Committees are provided in the Corporate Governance Report forming part of Annual Report.

CHANGE IN SHARE CAPITAL

During the year under review the company has not allotted any new shares. However, During the year under review, the members of the Company had approved Mega Corporation Limited Employee Stock Option Scheme – 2025 ("Scheme") in terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat 29 Equity) Regulations, 2021 (SBEB Regulations) as per which the Company is authorized to create, grant, offer, issue and allot under the Scheme, in one or more tranches, not exceeding 50,00,000 (Fifty Lakh) Employee Stock Options to or for the benefit of Employees and Directors of the Company, including its Subsidiary Company, in India or outside India, of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws), exercisable into not more than 50,00,000 (Fifty Lakh) Equity Shares ("Shares") of face value of Rs. 1/- each.

The said scheme has been posted on the website of the Company www.megacorpltd.com. The said Scheme is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended. There are no material changes made in the said Scheme. The Company has obtained the certificate from the Secretarial Auditor of the Company certifying that the Company's Employee Stock Option Scheme(s) have been implemented in accordance with the SBEB Regulations, as amended and in accordance with the resolutions passed by the Members.

During the year under review, the Company has not granted any options. However, after the year under review on 5th May, 2026, the scheme has amended by the members based on the recommendations of Nomination and Remuneration Committee to granted 1,25,00,000 options in the scheme of the Company of face value of Rs. 1/- each, under the Mega Corporation Limited Employee Stock Option Scheme – 2025 ("Scheme"). The details as required to be disclosed under SBEB Regulations are posted on the website of the Company at www.megacorpltd.com

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has framed a training policy for its directors, which aims at honing leadership qualities and providing a platform to share the knowledge, skills and expertise gained by the Directors. They are also provided with documents about the Company which includes the Company's Profile, Memorandum and Articles of Association, Brochure, Annual Report, targets and achievements, and Board approved policies, terms of reference of Committees of Board. Along with this, the Company also provides with information on provisions on duties, responsibilities, disqualification of Directors under SEBI LODR and the Companies Act, 2013 and any other law as required.

Independent Directors are familiarized with their roles, rights and responsibilities in the Company as well as with the nature of industry and business. The details of Familiarization Programme arranged for Independent Directors have been disclosed on website of the company which can be accessed through following link:

https://admin.megacorpltd.com/downloads/138-familiarization-policy-mega-corporation.pdf

SEPARATE MEETING OF INDEPENDENT DIRECTORS

In compliance with the provisions of Regulation 25(3) of LODR Regulations and Schedule IV of the Companies Act, 2013, one separate meeting of Independent Directors was held on 23rd February, 2026 without the presence of other Board Members.

REPORTING OF FRAUDS BY THE AUDITORS

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in the Board's Report.

SECRETARIAL STANDARDS

During the financial year, the Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

HUMAN RESOURCES DEVELOPMENT

The Company recognizes its human resources as an integral part of its continued growth and success. During the financial year 2025-26, the Company continued to focus on developing a capable, skilled and motivated workforce aligned with its business objectives and operational requirements.

The Company followed a structured approach towards talent acquisition and employee development to ensure the availability of suitable resources in line with its evolving business needs. Emphasis was also placed on effective utilization of existing human resources, internal mobility and cross-functional exposure, enabling employees to enhance their skills and contribute effectively across various functions.

The Company continues to focus on leadership development and succession planning for key positions, wherever required, with the objective of ensuring business continuity and organizational stability. Employee engagement and learning initiatives are also undertaken from time to time to enhance professional capabilities, encourage teamwork and strengthen employee involvement.

The Company remains committed to maintaining an inclusive, collaborative and performance-oriented work environment and continues to take appropriate measures for the overall development, engagement and retention of its employees.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place a policy on "Prevention of Sexual Harassment of Women at the Workplace", in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaints were received during the financial year nor were any pending unresolved complaints as on 31st March 2026. A policy on "Prevention of Sexual Harassment of Women at the Workplace" is available the website of the Company and can be accessed through the below mentioned link:

https://admin.megacorpltd.com/downloads/300-Policy-on-Prevention-of-Sexual-Harassement.pdf

BUSINESS EXCELLENCE AND QUALITY INITIATIVES

Business Excellence continues to be a fundamental element of the Company's management philosophy, emphasizing the adoption of best practices, quality standards, and systematic processes to achieve operational effectiveness. The Company remains committed to fostering a culture of continuous improvement that enhances business performance, strengthens governance practices, delivers superior value to stakeholders, and ensures higher levels of customer satisfaction.

The Company places significant emphasis on innovation in its services, business processes, and operating models to adapt to evolving market dynamics and customer expectations. Supported by a customer-centric approach, the Management strives to build enduring relationships with clients by consistently delivering quality services, enhancing customer experience, and creating sustainable long-term value.

SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Vikash Gupta & Co., Practicing Company Secretaries (holding Certificate of Practice bearing No. 10785), to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report for the financial year ended 31st March, 2026 is annexed herewith marked as **"Annexure-A"** in 'Form No. MR-3' and forms an integral part of this Report. No qualifications, reservations and adverse remarks were contained in the Secretarial Audit Report.

DETAILS OF SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES, AND HIGHLIGHTS OF THEIR PERFORMANCE AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY

During the financial year under review, the Company did not have any subsidiary company, joint venture or associate company within the meaning of the Companies Act, 2013. Accordingly, the disclosure requirements under Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, including the requirement to provide the statement containing salient features of the financial statements of subsidiaries, associates and joint ventures in Form AOC-1, are not applicable to the Company.

INTERNAL FINANCIAL CONTROLS

The Company has established adequate internal financial controls with reference to the financial statements, commensurate with the nature, size, and complexity of its business operations. These controls are designed to ensure the orderly and efficient conduct of business, safeguard the Company's assets, maintain the accuracy and completeness of accounting records, and facilitate the timely preparation of reliable financial information.

The Company follows accounting policies that are consistent with the applicable Indian Accounting Standards and the requirements of Section 133 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, and other applicable statutory provisions, as amended from time to time.

The Company recognizes that a robust internal control framework is essential for sound corporate governance and sustainable business operations. Appropriate control mechanisms, monitoring procedures, and established processes are in place to promote operational efficiency, ensure transparency, strengthen financial discipline, and support compliance with applicable laws and regulatory requirements.

The Internal Audit function periodically reviews the effectiveness of the internal control systems and evaluates key business processes. The reports of the Internal Auditors, together with significant observations and recommendations, are placed before the Audit Committee for its review and guidance. Based on such reviews, the Company believes that its internal financial control systems are adequate and operating effectively in accordance with the requirements of its business.

The Company continuously reviews and strengthens its internal financial control framework to align with changing business needs and regulatory requirements, thereby ensuring effective risk management, efficient utilization of resources, accurate financial reporting, and ongoing compliance with applicable laws and regulations.

INTERNAL AUDIT

The Internal Audit for the financial year 2025-26 was conducted by M/s. HCO & Co., Practicing Chartered Accountants. The objective of the Internal Audit was to assess whether the Company's operations are being carried out effectively and in compliance with prescribed processes, procedures, and norms. Guided by the Audit Committee, the Internal Auditor evaluated the adequacy and effectiveness of key internal controls to ensure robust governance and operational efficiency.

RISK MANAGEMENT

Risk is an integral part of business and your Company is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

Broad categories of risk faced by the Company are Credit Risk, Market Risk, Operational Risk, Fraud Risk, and Compliance Risk. The risk management policies are well defined for various risk categories supplemented by periodic monitoring by the Board.

Credit Risk: The credit aspects in the Company are primarily covered by the Credit Policy and Delegation of Authority approved by the Board of Directors. The Company measures, monitors and manages credit risks at individual borrower and portfolio level.

Market Risk: Market Risk management is guided by clearly laid down policies, guidelines, processes and systems for the identification, measurement, monitoring and reporting of exposures against various risk limits.

Operational Risk: The Company has put in place a comprehensive system of internal controls, systems and procedures for documenting, assessing and periodic monitoring of various risks and controls linked to various processes across all business lines. The Board on periodic basis identify and mitigate operational risks to minimize the risk and its impact.

Fraud Risk: The Company has adopted a robust Fraud Risk Management framework. It has an effective and very strong fraud risk governance mechanism that encompasses controls covering below objectives:

1. Prevent (reduce the risk of fraud from occurring)

2. Detect (discover fraud when it occurs) and

3. Respond (take corrective action and remedy from the harm caused by fraud).

Compliance Risk: The Company has a robust compliance risk management framework in place guided by a Board which lays down the roles and responsibilities of employees towards ensuring compliance with the applicable laws and regulations as also the role of the Compliance Department in monitoring compliance.

The Company's governance culture supported by sound risk management is aimed at ensuring it remains resilient during challenging periods and forge a sustainable future for the organization.

ANNUAL RETURN

A copy of the Annual Return as provided under section 92(3) of the Act, in the prescribed form, which will be filed with the Registrar of Companies/ MCA, is hosted on the Company's website and can be accessed at:

https://admin.megacorpltd.com/downloads/329-draft-MGT-7.pdf

CORPORATE GOVERNANCE

The Company is committed to maintaining the highest standards of Corporate Governance and recognizes it as a fundamental pillar for sustainable growth and long-term value creation. Its governance framework is founded on the principles of integrity, transparency, accountability, ethical business conduct, and fairness in all dealings with shareholders and other stakeholders. These principles are embedded in the Company's policies, processes, and organizational culture.

The Company has complied with the Corporate Governance requirements prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In accordance with Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, the Report on Corporate Governance forms an integral part of this Annual Report.

A certificate issued by **M/s. Vikash Gupta & Co., Practicing Company Secretaries,** confirming compliance with the Corporate Governance requirements stipulated under the SEBI Listing Regulations, is annexed to this Annual Report as **Annexure–B.**

The particulars of the Director liable to retire by rotation and seeking re-appointment at the ensuing **41st Annual General Meeting** are included in the Notice convening the AGM. The requisite disclosures, including the brief profile and other details as prescribed under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), have been provided for the information of the Members.

The Company has consistently adhered to the applicable statutory and regulatory requirements governing listed entities and continues to strengthen its governance framework through effective compliance practices, thereby upholding the confidence of its shareholders, investors, and other stakeholders.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors of the Company confirms in terms of Section 134(3)(c) of the Companies Act, 2013 that :

(i) in the preparation of the Annual Accounts for the year ended 31st March, 2026, the applicable Accounting Standards have been followed and there are no material departures from the same;

(ii) 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 on 31st March, 2026 and of the profits of the Company for the year ended on that date;

(iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) the Directors have prepared the annual accounts on a going concern basis;

(v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and

(vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ANNUAL PERFORMANCE EVALUATION

The Board of Directors has carried out an annual evaluation of its Committees, and of individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Nomination and Remuneration Committee after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on 05th January, 2017.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of criteria such as the composition of committees, effectiveness of committee meetings etc.

The Nomination and Remuneration Committee reviewed the performance of individual Directors on the basis of criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of Independent Directors held on 23rd February, 2026, performance of Non-Independent Directors and the Board as a whole was evaluated.

For Independent Directors, performance evaluation is conducted based on criteria such as the considerations that led to their appointment on the Board, delivery against those expectations, contribution to the Board and its Committees, attendance at meetings, impact on the performance of the Board/Committees, sharing of best and emerging practices, engagement with the top management, and participation in strategy sessions.

One of the key functions of the Board is to monitor and review the Board evaluation framework. In consultation with the Nomination and Remuneration Committee, the Board defines the evaluation criteria for the performance of the Chairman, the Board, its Committees, and individual Directors (executive, non-executive, and independent), excluding the Director being evaluated.

Independent Directors are assessed on their ability to:

- Contribute to and oversee corporate governance practices.
- Introduce international best practices to address business challenges and risks.
- Actively participate in long-term strategic planning.
- Fulfill fiduciary duties, including active participation in Board and Committee meetings.

The Company has formulated a policy for the performance evaluation of the Independent Directors, the Board, its Committees, and other Directors, with specific criteria for both Executive and Non-Executive Directors.

Outcome of the Evaluation:

The evaluation exercise indicated that the Board functions as a cohesive, well-engaged body that benefits from diverse perspectives. Discussions reflect an appropriate balance between strategic and operational matters. Directors from varied professional backgrounds contribute complementary insights, enriching deliberations at both Board and Committee levels.

The Board is actively engaged on key issues relating to strategy, talent, risk, and governance. It was also noted that the Committees are functioning effectively, addressing matters within their terms of reference as mandated by law, as well as other significant issues, with updates provided to the Board.

In light of the evolving external environment, the Board acknowledged the need for more frequent strategic sessions, with greater emphasis on sustainability. Specific focus areas have been identified for further engagement, which will be acted upon in due course.

MANAGEMENTS' DISCUSSION AND ANALYSIS REPORT

Managements' Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 is presented in a separate section forming part of this Annual Report, and gives detail of overall industry structure, developments performance and state of affairs of the Company's operations during the year.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Being a Non-Banking Financial Company, we are not involved in any industrial or manufacturing activities and therefore, the Company's activities involve very low energy consumption and have no particulars to report regarding conservation of energy and technology absorption. However, efforts are made to further reduce energy consumption.

There has been no earnings and outgo in foreign exchange during the financial year 2025-26.

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith and forms part of this Report as **"Annexure-C".**

DEPOSITS

During the financial year 2025-26. The Company has not accepted any deposits from the public as governed by the provision of section 73 to 76 or any other relevant provision of the Companies Act, 2013 and rules framed their under.

SIGNIFICANT/ MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNAL

During the financial year 2025-26, there were no significant or material orders passed by the Regulators or Courts or Tribunals which affect the going concern status of the Company and its operations in future.

STATUTORY AUDITORS AND AUDITOR'S REPORT

Based on the recommendation of the Audit Committee, the Board of Directors has recommended the appointment of M/s. Manish Pandey & Associates, Chartered Accountants (Firm Registration No. 019807C) as the Statutory Auditors of the Company for a term of five consecutive years, commencing from the conclusion of the 40th AGM until the conclusion of the 45th AGM of the Company, subject to the approval of the Members at the ensuing AGM.

The Company has received the written consent and eligibility certificate from M/s. Manish Pandey & Associates confirming that their appointment, if approved by the Members, will be in accordance with the provisions of Sections 139, 141 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. The Auditors have also confirmed that they hold a valid Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI), as required under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Report given by the Auditor on the financial statement of the Company is part of this Annual Report. The Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

LISTING OF SECURITIES

The Company's shares are listed on BSE Limited. Your company has paid requisite annual listing fees to Stock Exchanges.

PARTICULARS OF EMPLOYEES

None of the employees of your company is drawing remuneration exceeding limits laid down under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Further, the Details required under the provisions of section 197(12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, containing, inter alia, the ratio of remuneration of director to median remuneration of employees, percentage increase in the median remuneration, are annexed to this Report as **Annexure- D.**

The total manpower strength of Mega as on 31st March, 2026, stood at 09. Among 09 employees, 04 are technically and professionally qualified. There was a total of 01 women employees as on 31st March, 2026.

DISCLOSURE UNDER THE MATERNITY BENEFIT ACT, 1961 AND LABOUR LAW COMPLIANCES

During the year under review, the Company has duly complied with the provisions of the Maternity Benefit Act, 1961.

Further, the Company confirms that it is in compliance with all other applicable labour and employment laws and continues to maintain a healthy, safe and inclusive workplace for its employees.

RBI GUIDELINES

The Company continues to comply with all the requirements prescribed by the Reserve Bank of India, from time to time.

POLICY FOR DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As of 31st March, 2026, the Board had Nine members, consisting of executive directors, non-executive directors and non-independent directors. The Company also has one women director on its Board in Compliance with the provision of Section 149 of Companies Act, 2013.

The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website, at

https://admin.megacorpltd.com/downloads/295-Nomination-and-Remuneration-Policy.pdf

It is affirmed that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

RELATED PARTY TRANSACTIONS

Your Company has consistently followed the practice of entering into related party transactions solely in the ordinary course of business and on an arm's length basis, in line with its commitment to the highest standards of ethics, transparency, and accountability.

Transactions entered with related parties, as defined under Section 2(76) of the Companies Act, 2013 and regulations 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year 2025-26 were mainly in the ordinary course of business and on an arm's length basis.

Prior approval of the Audit Committee is obtained by the Company before entering into any related party transaction as per the applicable provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per the provisions of Section 188 of the Companies Act, 2013 and regulations 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Board of Directors is also obtained for entering into related party transactions by the Company. A quarterly update is also given to the Audit Committee and the Board of Directors on the Related Party Transactions undertaken by the Company for their review and consideration.

The particulars of contracts or arrangements with related parties referred to in Section 188(1) and applicable rules of the Companies Act, 2013 in Form AOC-2 is provided as **Annexure E** to this Annual Report.

The Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions, as approved by the Board, is available on the Company's website and may be accessed at:

https://admin.megacorpltd.com/downloads/302-Related-Party-Transaction-policy.pdf

Pursuant to Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has filed half yearly report on Related Party Transactions with the Stock Exchanges, for the year ended 31st March, 2026.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder forms a part notes to the Financial Statements as on 31st March, 2026.

INDUSTRIAL AND HUMAN RELATIONS

Since the Company operates as a Non-Banking Financial Company and is not engaged in manufacturing or factory-based activities, matters relating to industrial relations do not arise. The Company continues to maintain cordial and harmonious relations with its employees and staff at all levels. The management places high emphasis on employee engagement, professional development, and creating a conducive work environment to ensure sustained organizational growth and compliance with applicable labour and employment laws.

POLICIES & DISCLOSURES

VIGIL MECHANISM POLICY/ WHISTLE BLOWER POLICY

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a "Whistle Blower Policy and Vigil Mechanism" and which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted the Policy for Directors and employees to report genuine concerns and to provide for adequate safeguards against victimization of persons who may use such mechanism. The policy provides for a framework and process whereby concerns can be raised by its Employees and Directors to the management about unethical behavior, actual or suspected fraud or violation of the Code of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements. Further, no person has been denied access to the Audit Committee.

The Whistle Blower policy can be accesses on the Company's Website at the link: https://admin.megacorpltd.com/downloads/140-whistle-blower-policy.pdf

CODE FOR PROHIBITION OF INSIDER TRADING

Your Company has in place a Code for Prohibition of Insider Trading, under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, which lays down the process of trading in securities of the Company by the employees, designated persons and connected persons and to regulate, monitor and report trading by such employees and connected persons of the Company either on his/ her own behalf or on behalf of any other person, on the basis of unpublished price sensitive information.

The Company reviews the policy on need basis. The Code for Prohibition of Insider Trading is available on the website of the Company at the link:

https://admin.megacorpltd.com/downloads/294-Insider-Trading-Policy.pdf

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, Company has a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, with a view to lay down practices and procedures for fair disclosure of unpublished price sensitive information through SDD software that could impact price discovery in market for its securities.

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is available on the website of the Company at the link:

https://admin.megacorpltd.com/downloads/294-Insider-Trading-Policy.pdf

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act, 2013 and rules made there under, every company having net worth of Rupees Five Hundred Crores or more, or turnover of Rupees One Thousand Crores or more or a net profit of Rupees Five Crores or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board.

However, it is not applicable in case of your Company. Hence there is no need to form Corporate Social Responsibility Committee and Corporate Social Responsibility Policy for the company as per the requirement of the Companies Act, 2013.

OTHER DISCLOSURES RELATED TO FINANCIAL YEAR 2025-26

a) Your Company has not issued shares with differential rights as to dividend, voting or otherwise.

b) Your company has not made any application nor is any proceeding pending under insolvency and bankruptcy code 2016.

c) Your company has not obtained one time settlement from the Bank or Financial Institution. Therefore, as per rule 8(5)(xii) of Companies (Accounts) Rules, 2014, reasons of difference in the valuation at the time of one-time settlement and valuation done while taking loan from the Banks or Financial Institutions are not reported.

d) Neither the Managing Director nor the Whole-time Director(s) of the Company nor CFO of the company receive any remuneration or commission from any of its subsidiary companies.

e) There is no **material subsidiary*** of company, so no policy on material subsidiary is required to be adopted.

   * **"Material Subsidiary"** shall have the meaning as defined in Regulation 16(1)(c) of the LODR Regulations, pursuant to which a material subsidiary means a subsidiary, whose turnover or net worth exceeds 10% (ten percent) of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

g) There is no change in the nature of business of company during the financial year 2025-26.

h) The provision of section 148 of the Act relating to maintenance of cost records and cost audit are not applicable to the Company.

i) The Company has not defaulted in repayment of loans from banks and financial institutions. There were no delays or defaults in payment of interest/principle of any of its debt securities.

j) Disclosures pursuant to RBI Master Directions, unless provided in the Directors' Report, form part of the notes to the standalone financial statements and Report on Corporate Governance.

GREEN INITIATIVE

Electronic copies of the Annual Report 2025-26 and the Notice of 41th Annual General Meeting are sent to all members whose email addresses are registered with the Company/ depository participants(s). For members who have not registered their email addresses, were provided an opportunity to register the same. We strongly promote the purpose and intention behind Green Initiative, and accordingly the required processes and efforts have been made to encourage the shareholders to get their email addresses registered, so that Annual Reports, Notices and all other concerned information can be received by them.

Further, pursuant to Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link, including the exact path, where complete details of the annual report is available to those shareholder(s) who have not registered their email address(es) either with the Depositories or Company or Registrar & Share Transfer Agent (RTA) of the Company has been sent.

CAUTIONARY STATEMENT:

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable laws and regulations. Important developments that could affect the Company's operations include a downtrend in the financial services industry – global or domestic or both, significant changes in the political and economic environment in India or key markets abroad, tax laws, litigation, labour relations, exchange rate fluctuations, interest and other factors. Actual results might differ substantially or materially from those expressed or implied.

This report should be read in conjunction with the financial statements included herein and the notes thereto.

ACKNOWLEDGEMENTS

Your Directors place on record their sincere appreciation and gratitude to all stakeholders of the Company, including shareholders, customers, bankers, financial institutions, investors, rating agencies, debenture holders, debenture trustees, business associates, and all other well-wishers for their continued trust, confidence, and unwavering support extended to the Company throughout the financial year.

The Board also acknowledges the dedication, commitment, and valuable contributions of the Company's employees across all levels. Their professionalism, teamwork, and sustained efforts have been instrumental in the Company's performance, operational excellence, and continued growth.

The Directors express their sincere gratitude to the Reserve Bank of India, the Securities and Exchange Board of India, the Ministry of Corporate Affairs, and other statutory and regulatory authorities for their continued guidance, cooperation, and support. The Board also extends its appreciation to the Company's Statutory Auditors, Secretarial Auditors, Internal Auditors, legal advisors, consultants, and other professional advisors for their valuable assistance and professional services rendered during the year.

The Board remains committed to enhancing stakeholder value and will continue to strive for sustainable growth while upholding the highest standards of corporate governance, transparency, and ethical business practices.

Mega Corporation Limited

Sd/-	**Sd/-**
(Vikram Anand)	**(Kunal Lalani)**
Director and CFO	**Director**
DIN: 00407415	**DIN: 00002756**

Place: New Delhi
Date: 25.08.2026

ANNEXURES TO THE ANNUAL REPORT

Annexure No.	Description
Annexure A	Secretarial Audit Report
Annexure B	Certificate from the Practicing Company Secretary confirming compliance by the Company of the conditions of Corporate Governance
Annexure C	Particulars Regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo.
Annexure D	Particulars of Employees
Annexure E	Particulars of Related Party Transaction in Form AOC-2
Annexure F	Policy for Directors Appointment and Remuneration
Annexure G	Certificate of Non-Disqualification of Directors
Annexure H	Compliance Certificate from CEO & CFO
Annexure I	Declaration regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

Annexure A

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

(For The Financial Year ended 31st March 2026)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members,

Mega Corporation Limited

CIN: L65100DL1985PLC092375

Registered Office:

Plot No. 38, First Floor, Okhla Industrial Estate,
Phase-III, New Delhi - 110020

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mega Corporation Limited** (hereinafter called "the Company"). The Company is a listed Company, having **CIN: L65100DL1985PLC092375.** Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

A. A. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2026** ("Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

B. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2026** according to the provisions of:

I. The Companies Act, 2013 **(the Act)** and the rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 **('SCRA')** and the rules made thereunder;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder **('FEMA')** to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; [The company has not raised any External Commercial Borrowings during the Audit Period].

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 **('SEBI Act')**; to the extant applicable.

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **NOT APPLICABLE**

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **NOT APPLICABLE**

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **NOT APPLICABLE**

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **NOT APPLICABLE**

i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;

VI. The Company has identified laws specifically Applicable to the Company and we have relied upon the representation made by the company and its officer for the system and mechanism framed by the Company for compliances made under the following laws:

a) Reserve Bank of India Act, 1934 and rules and regulations made there under (Company is a registered NBFC with RBI)

C. Further I have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards Issued by the Institute of Company Secretaries of India (ICSI) with respect to board and general meetings.

ii. The Listing Agreements entered into by the company with Bombay Stock exchange Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

D. During the audit period, the company has complied with the provisions of the Act, Rules, regulations, guidelines, standards etc. mentioned above.

E. I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further Information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All Decisions of the Board and Committees thereof were carried out with requisite majority.

F. I further report that:

- Based on the review of the compliance mechanism established by the Company and on the basis of Compliance Certificate(s) taken on record by the Board of Directors at their meeting(s), I am of the opinion that Management has adequate systems and processes placed in the Company which commensurate with the size and operations of the Company to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

G. I further report that:

During the audit period, no event/ action having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. have taken place.

This report is to be read with our letter of even date which is annexed as **Annexure "A"** and forms an integral part of this report.

Vikash Gupta & Co.
(Company Secretaries)

Sd/-
Vikash Gupta
Proprietor
M. No.: F9198
C.P. No.: 10785
Peer Review Certificate No.: 2097/2022
UDIN: F009198H001153022

Place: New Delhi
Date: 19/08/2026

Annexure A

To

The Members,

Mega Corporation Limited

CIN: L65100DL1985PLC092375

Registered Office:

Plot No. 38, First Floor, Okhla Industrial Estate,
Phase-III, New Delhi - 110020

Management's Responsibility:

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility:

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We have conducted the Audit as per the applicable Auditing Standards issued by the Institute of Company Secretaries of India.
4. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
5. Wherever required, we have obtained reasonable assurance whether the statements prepared, documents or records, in relation to Secretarial Audit, maintained by the Company, are free from misstatement.
6. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer:

7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
8. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

Vikash Gupta & Co.
(Company Secretaries)

Sd/-
Vikash Gupta
Proprietor
M. No.: F9198
C.P. No.: 10785
Peer Review Certificate No.: 2097/2022
UDIN: F009198H001153022

Place: New Delhi
Date: 19/08/2026

Annexure B

INDEPENDENT AUDITOR CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,

The Members of

Mega Corporation Limited

CIN: L65100DL1985PLC092375

Registered Office: Plot No. 38, First Floor,
Okhla Industrial Estate, Phase-III, New Delhi - 110020

I have examined the compliance of conditions of Corporate Governance by **MEGA CORPORATION LIMITED** for the year ended on 31st March, 2026 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of the above certification.

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

My responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

Opinion

Based on our examination of the relevant records and according to the information and explanation provided to me and the representations provided by the management, I certify that the company has complied with the conditions of corporate Governance as stipulated in the Listing regulations, as applicable during the financial year ended 31st march 2026, as referred to in paragraph 1 above.

I further state that such certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the company.

Vikash Gupta & Co.
(Company Secretaries)

Sd/-
CS Vikash Gupta
CP No:-10785 ; M. No:-F9198
Peer Review Certificate No. 2097/2022
UDIN: F009198H001145553

Date: 18th August, 2026
Place: New Delhi

Annexure C

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) Conservation of Energy:

1. The steps taken or impact on conservation of energy	Efforts are taken to conserve energy to the best possible extent.
2. The steps taken by the Company for utilizing alternate source of energy	
3. The capital investment on energy conservation equipment	NIL

(B) Technological Absorption:

1. The efforts made towards technology absorption	NIL
2. The benefits derived like product improvement, cost reduction, product development, or import substitution	NIL
3. Imported technology	NIL
4. Expenditure on research and development	NIL

(C) Foreign Exchange Earnings and Outgo:

1. Foreign Exchange Earnings in terms of actual inflow during the year	NIL
2. Foreign Exchange outgo in terms of actual outflows	NIL

Annexure D

Disclosure in Board's Report as per provisions of Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

a) Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The names of top 10 employees in terms of Remuneration drawn during the year are given as follows:

S. No	Name and Age of the Employee	Designation of the Employee	Remuneration Received (Amount in Rs.)	Nature of employment whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Last employment	% of Equity shares held as on 31.03.2025	Relation with any director of the Company
1	Surendra Chhalani 66 years	Director & Chief Financial Officer	9,94,000	Non Contractual	Graduate having 42 years of experience	27.03.1998	N.A.	0.003	Not related to any Director
2	Dheeraj Minni aged 43 Years	Legal Coordinator	7,10,100	Non Contractual	Post Graduation having 22 Years of experience	07.05.2012	North Eastern Caring Corporation	Nil	Not related to any Director
3	Adarsh Kumar Kaushik	Genral Manager	8,25,048	Non Contractual	CMA & MBA having 26 Years of experience	11.08.2025	Biltech building elements Ltd	Nil	Not related to any Director
4	Shashwat Chaudhary aged 26 Years	Company Secretary cum Compliance Officer	608,782	Non Contractual	Company Secretary, Graduate and LLB having 2 years of experience	12-03-2025	Ircon Vadodara Kim Expressway Limited	Nil	Not related to any Director
5	Gopal Singh aged 39 Years	Assistant	2,72,700	Non Contractual	Matriculate (Secondary School)	01.08.2025	N.A.	Nil	Not related to any Director
6	Tek Raj aged 59 Years	Assistant	3,05,900	Non Contractual	Matriculate (Secondary School)	01.04.2022 to 15.10. 2025	N.A.	Nil	Not related to any Director
7	Munna Kumar Mehta aged 43 Years	Assistant	2,83,716	Non Contractual	Matriculate (Secondary School)	01.04.2022	N.A.	Nil	Not related to any Director
8	Pandav B Guha aged 42 Years	Assistant	2,59,700	Non Contractual	Matriculate (Secondary School)	01.04.2022	N.A.	Nil	Not related to any Director
9	Ram Din Pathak aged 73 Years	Assistant	2,5,900	Non Contractual	Matriculate (Secondary School)	01.04.2022	N.A.	Nil	Not related to any Director
10	Babita Yadav aged 30 Years	Astt. Manager Credit & Operation	2,77,373	Non Contractual	Graduate and MBA having 4 years of experience	21.10.2024	Bajaj Finance Ltd	Nil	Not related to any Director

Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a) Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year and Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2025-26 are as follows:

Name of Director/KMP and designation	Remuneration Of Director/KMP for financial year 2025-26	Remuneration Of Director/KMP for financial year 2024-25	Ratio of remuneration of each Director/ KMP to median remuneration of employees for financial year 2025-26	% increase in Remuneration of each director CFO, CEO, CS or Manager
Surendra Chhalani (Director & CFO)	9,94,000	9,11,000	3.37	9.11%
Krashmee Bhartiya* (Company Secretary)	-	4,95,261	N/A	N/A
Shashwat Chaudhary** (Company Secretary)	608,782	60,878	2.07	0.00
	16,02,782	**14,71,777**	**-**	**9.11%**

**Krashmee Bhartiya resigned from the post of Company Secretary cum compliance officer w.e.f. 14-02-2025 and Shashwat Chaudhary joined as Company Secretary cum compliance officer of the company w.e.f. 12-03-2025.*

*** Shashwat Chaudhary resigned from the post of Company Secretary cum compliance officer w.e.f. 16-01-2026.*

b) Percentage increase in the median remuneration of employees in the financial year 2025-26

Particulars	2025-26 (in Rs.)	2024-25 (in Rs.)	Increase (%)
Median Remuneration of all employees per annum	294808	252500	16.76%

c) The Number of permanent employees on the rolls of company:

There are Nine (09) regular employees on the rolls of Company at the end of financial year 2025-26.

e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentile increase in the salaries of employees other than the Managerial Personnel was 16.76% whereas the increase in remuneration of Managerial Personnel was around 9%.

The remuneration of the Managing Director cum CEO is decided by the Nomination and Remuneration Committee on the basis of individual performance and industry trends. While deciding the remuneration, the Committee also considers various facts such as Director's participation in the Board Meeting, time spent in carrying out other duties, roles, functions and responsibilities. No exceptional circumstances arose leading to increase in the managerial remuneration during the financial year 2025-26.

e) Affirmation that the remuneration is as per the remuneration policy of the Company:

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and Senior Management is as per the Remuneration Policy of your Company during the year.

For and on behalf of the Board of Directors
Mega Corporation Limited

Sd/-	Sd/-
(Vikram Anand)	**(Kunal Lalani)**
Director and CFO	**Director**
DIN: 00407415	**DIN: 00002756**

Place: New Delhi
Date: 25.08.2026

Annexure E

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms-length transaction under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at Arm's length basis.**

   There were no contracts or arrangements or transactions entered into during the year ended March 31, 2026 which were not at arm's length basis.

2. **Details of contracts or arrangements or transactions at Arm's length basis.**

Name of the related party	Nature of relationship	Duration of the contracts/ arrangements/ transaction	Date(s) of approval by the Board, if any	Nature of transaction	Salient terms of the contracts or arrangements or transactions including the value
Mega Cabs Limited	Entity forming part of the same Group and having common control	Not Applicable	22nd Mar, 2025	Services received/ provided	3,71,848
Omni Media Communications Pvt Ltd	Entity forming part of the same Group and having common control	Not Applicable	22nd Mar, 2025	Service Provided	5,39,400
Crayons Academy for Skills Excellence LLP	Entity forming part of the same Group and having common control	Not Applicable	22nd Mar, 2025	Service Provided	2,52,000
Bengaluru Megacabs Private Limited	Entity forming part of the same Group and having common control	Not Applicable	22nd Mar, 2025	Supply of Services, Software Maintenance	57080
Crayons Advertising Limited	Entity forming part of the same Group and having common control	Not Applicable	22nd Mar, 2025	Services Received and Services provided	13,36,630

Mega Corporation Limited

Sd/-	**Sd/-**
(Vikram Anand)	**(Kunal Lalani)**
Director and CFO	**Director**
DIN: 00407415	**DIN: 00002756**

Place: New Delhi
Date: 25.08.2026

Annexure F

NOMINATION AND REMUNERATION POLICY

(Pursuant to Section 178(3) of the Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. BACKGROUND

The Nomination and remuneration Policy of the Company has been prepared pursuant to the provisions of Section 178(3) of the Companies Act and Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In case of any inconsistency between the provisions of law and this Policy, the provisions of the above stated law shall prevail, and the Company shall abide by the applicable law.

The Policy is intended to set out a framework for nomination, evaluation, and remuneration of members of the Board of Directors ("Directors"), and Senior Management Personnel ("SMP"), of the Company.

2. APPLICABILITY

This Policy shall be applicable to all members of the Board of Directors of the Company ("Directors") and Senior Management Personnel, which shall mean personnel of the Company who are members of its core management team excluding Board of Directors. This would comprise all members of management one level below the Executive Director and shall include the Company Secretary and Chief Financial Officer ("SMP").

The Policy amended & become effective from **31st December, 2025.**

3. DEFINITIONS

a. **Applicable laws** mean the SEBI Listing Regulations and the applicable provisions of Companies, 2013, as amended along with the rules framed thereunder.

b. **Board** means Board of Directors of the Company as constituted from time to time.

c. **Company** means Mega Corporation Limited.

d. **Companies Act** mean the provisions of the Companies Act, 2013.

e. **Directors** mean members of the Board of Directors of the Company as appointed from time to time.

f. **Policy** shall mean this Nomination and Remuneration Policy.

g. **SMP** means Senior Management Personnel of the Company as defined in this Policy.

4. NOMINATION/ APPOINTMENT/ REMOVAL CRITERIA FOR THE DIRECTORS

The Nomination and Remuneration Committee ("NRC") shall establish and continuously review criteria for assessing the qualifications, skills, expertise, attributes, and positive traits necessary for an individual to serve as a Director of the Company. These criteria should not only serve the interests of the Company but also take into account the qualities such as independence for Independent Directors and the specialized knowledge required for the Company's ongoing operations and adaptability in a dynamic business environment.

Following is the criteria recommended by the NRC and approved by the Board of Directors ("Board"):

a. Composition of the Board, taking into consideration the size of the Company and consistent with the requirement of law;

b. Diversity on the Board;

c. Term of appointment of Independent Director;

d. Optimal balance of skills, relevant experience and professional qualifications

e. Expertise and experience in specific area of business;

f. No present or potential conflict of interest;

g. Availability of time and other commitments for proper performance of duties;

h. Personal characteristics in line with the Company's values, such as integrity, honesty, and transparency;

i. Remuneration of the Directors, and SMP; and

j. any other criteria which may be added by the Board at its discretion.

The NRC shall identify persons who are qualified to become Directors and who satisfy the above criteria. The existing Directors who continue to satisfy the criteria may also be considered by the NRC for re-appointment. The re-appointment of Directors other than Directors liable to retire by rotation shall be recommended by the NRC after taking into consideration the performance of such a Director.

The NRC on satisfaction of a potential candidate meeting the criteria and having completed the identification and selection process, will recommend such persons' candidature to the Board for appointment as a Non- Executive Director or Independent Director or Executive Director, as the case may be.

The NRC shall also periodically review the performance of the Directors and recommend to the Board for the appointment and removal of Directors.

5. DIRECTOR'S AND SMP REMUNERATION

Executive Director's Remuneration

The key objective of the Company's Policy for Director's remuneration is to enable a framework that allows for competitive and fair rewards for the achievement of key deliverables and also aligns with practice in the industry and shareholders' expectations.

While setting remuneration for the Executive Directors' the Company will take into account the market sector, business performance and the practices in other comparable companies.

Executive Director's Remuneration:

a. <u>Fixed Remuneration</u>

Executive Directors shall receive a fixed monthly amount as salary as may be approved by the Board upon the recommendation of NRC within the overall range as approved by the Board or Shareholders in general meeting as applicable. Such salary shall be based on a function-related system and be in line with market practices.

Fixed Remuneration shall also include other remuneration elements like special allowance, house rent allowance or Company leased accommodation etc. including such other perquisites as the NRC may approve for enabling the Executive Directors to discharge their duties besides statutory contributions to Provident Fund/ Superannuation Fund, Gratuity etc.

b. <u>Variable Remuneration</u>

The Executive Directors' may receive Variable Remuneration keeping the performance of the Company in sight. This performance related payment, annual bonus and other variables is calculated with reference to the net profits of the Company in a particular financial year and is determined by the Board at the end of the financial year based on the recommendations of NRC, subject to overall ceilings stipulated in the Companies Act. All Executive Directors are also eligible to receive stock options.

The ceiling on perquisites and allowances as a percentage of salary is fixed by the Board within the prescribed ceiling, the perquisites package is approved by NRC.

Non-Executive/ Independent Director's Remuneration:

The remuneration payable to each Non-Executive Director is based on the remuneration structure as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act and the rules made thereunder.

The commission and other remuneration, payable, if any to the Non-Executive/ Independent Directors shall be as determined by the Board, and is revised from time to time, depending on individual contribution, the Company's performance, and the provisions of the Companies Act and the rules made thereunder.

Remuneration of Senior Management Personnel:

The total remuneration package of SMP would consist of the following:

a. <u>Fixed Salary:</u>

The SMP's fixed salary shall be competitive and based on the Individual's responsibilities and performance.

b. <u>Variable Salary:</u>

The SMP may receive variable salaries in addition to fixed salaries. The variable salary may be based on inter-alia the performance of the Company as a whole or the performance of respective business verticals where the SMP is employed. The performance will be related to the fulfilment of various improvement targets or the attainment of certain financial objectives.

c. Share Options:

SMP's may be eligible for long-term incentive plan in the form of Employee Stock Option (ESOP), as per the ESOP scheme in force from time to time.

d. Non-monetary benefits:

The SMP shall be entitled to customary non-monetary benefits as may be applicable to them as per Company policies. The extent of such non-monetary benefits is negotiated with each individual SMP..

6. OTHER POINTS

a. Any deviations made from this Policy in extraordinary circumstances, when deemed necessary, in the interests of the Company will be disclosed in the annual report or in case of an appointment in good time prior to the appointment of the individual.

b. Any or all provisions of this Policy would be subject to revision/ amendment in accordance with the guidelines on the subject as may be issued by the Government, from time to time.

c. The Company reserves the right to modify, add, delete, or amend any of the provisions of this Policy.

7. AMENDMENT

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/ or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/ modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/ or any other laws in this regard shall automatically apply to this Policy.

8. COMPLIANCE

The NRC shall be responsible for supervision of the Policy.

Any queries regarding this Policy shall be referred to the NRC, who is in charge of administering, enforcing and updating this Policy.

9. INTERPRETATION

In any circumstance where the terms of this Policy are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take precedence over this Policy.

REPORT ON CORPORATE GOVERNANCE

INTRODUCTION

The Company believes that good Corporate Governance is fundamental to sustainable business growth, enhanced stakeholder confidence, and long-term value creation. Its governance framework is built on the principles of integrity, transparency, accountability, fairness, ethical business conduct, and responsible decision-making. The Company is committed to conducting its affairs in a manner that upholds the interests of all stakeholders, including shareholders, customers, employees, lenders, regulators, and the community at large.

The Company has adopted a robust corporate governance framework in compliance with the provisions of the **Companies Act, 2013,** the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,** as amended from time to time, and other applicable statutory and regulatory requirements. The governance practices of the Company are periodically reviewed and strengthened to align with evolving regulatory expectations, industry best practices, and changing business needs.

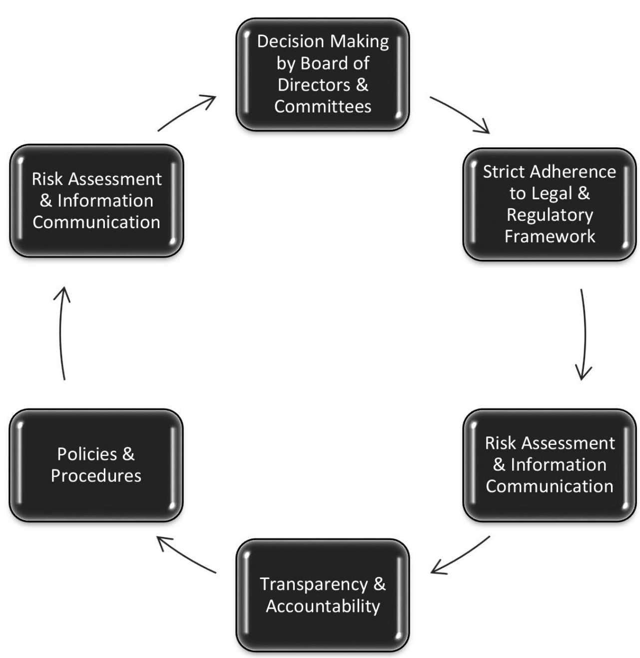
COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is centered on creating sustainable value through responsible management, sound governance practices, effective risk management, and a strong ethical culture. The Board of Directors remains committed to maintaining the highest standards of governance while ensuring transparency, accountability, fairness, and integrity in all business activities.

The Company believes that an effective governance framework enhances stakeholder confidence and supports sustainable growth. Accordingly, it continuously strives to:

- Strengthen long-term shareholder value through prudent business strategies, effective oversight, and responsible financial management.
- Promote transparency, accountability, and ethical conduct across all levels of the organization.
- Ensure timely, accurate, and meaningful disclosures in compliance with applicable legal and regulatory requirements.
- Maintain an effective system of internal controls, risk management, and compliance to safeguard stakeholder interests.
- Foster a culture of integrity, professionalism, and responsible corporate citizenship throughout the organization.
- Continuously review and enhance its governance practices in line with evolving regulatory requirements and globally accepted corporate governance standards.

The Report on Corporate Governance for the financial year ended **31st March, 2026,** prepared in accordance with the applicable provisions of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,** forms an integral part of this Annual Report.



CORPORATE GOVERNANCE STRUCTURE

1. BOARD OF DIRECTORS

The Board of Directors is entrusted with the overall responsibility for the governance, strategic direction, and long-term success of the Company. The Board provides leadership by setting the Company's strategic objectives, overseeing the implementation of business plans, monitoring performance, and ensuring that the affairs of the Company are conducted in a responsible, transparent, and ethical manner. It remains committed to upholding the highest standards of corporate governance while safeguarding the interests of all stakeholders.

The composition of the Board is in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws. The Board comprises an appropriate mix of Executive, Non-Executive, and Independent Directors possessing diverse professional expertise, industry experience, and independent judgment, enabling effective decision-making and balanced oversight.

The Board exercises overall supervision over the Company's management and is responsible for:

- Providing strategic guidance and approving the Company's long-term business plans, policies, and objectives.
- Overseeing the Company's financial performance, operational efficiency, business strategy, and sustainable growth initiatives.
- Reviewing and monitoring the effectiveness of the Company's risk management framework, internal financial controls, and governance practices.
- Ensuring compliance with applicable laws, regulations, and regulatory requirements while promoting high standards of ethics, integrity, and corporate conduct.
- Protecting the interests of shareholders and other stakeholders through transparent decision-making and effective oversight.
- Monitoring the performance of the management and providing guidance on significant business and strategic matters.
- Promoting a culture of accountability, responsible corporate governance, sustainability, and value creation.

The Board meets at regular intervals to review the Company's operational and financial performance and to consider matters requiring its approval. Detailed agenda papers, together with relevant information and supporting documents, are circulated to the Directors in advance to facilitate informed discussions and effective decision-making.

The Board, inter alia, reviews and considers the following matters:

i. Confirmation of the minutes of the previous meetings of the Board of Directors.

ii. Minutes of the meetings of the Board Committees.

iii. Standalone and Consolidated Quarterly, Half-Yearly, and Annual Financial Statements and Financial Results.

iv. Reports of the Statutory Auditors, Internal Auditors, Secretarial Auditors, and other assurance functions, together with significant observations and management responses.

v. Appointment, re-appointment, resignation, remuneration, and evaluation of Directors, Key Managerial Personnel, Statutory Auditors, Internal Auditors, and Secretarial Auditors, wherever applicable.

vi. Related Party Transactions, investment proposals, borrowings, guarantees, loans, and other significant financial or strategic matters requiring Board approval.

vii. Quarterly compliance reports, investor grievance status, shareholding pattern, corporate actions, and other matters relating to shareholders.

viii. Review of the Company's risk management framework, internal financial controls, compliance management system, cybersecurity preparedness, and business continuity framework.

ix. Material litigation, regulatory notices, inspections, show-cause notices, significant legal developments, and other matters having a material impact on the Company's operations or financial position.

x. Any other business, statutory, operational, strategic, or governance matters requiring the consideration and approval of the Board in accordance with applicable laws and the Company's governance framework.

The Board functions through a well-defined governance framework supported by various Committees constituted in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. These Committees assist the Board in discharging its responsibilities efficiently by providing focused oversight on key functional areas.

2. COMMITTEES OF BOARD

The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee (NRC) and Stakeholders' Relationship Committee. Each Committee is mandated to operate within a well-defined Charter.

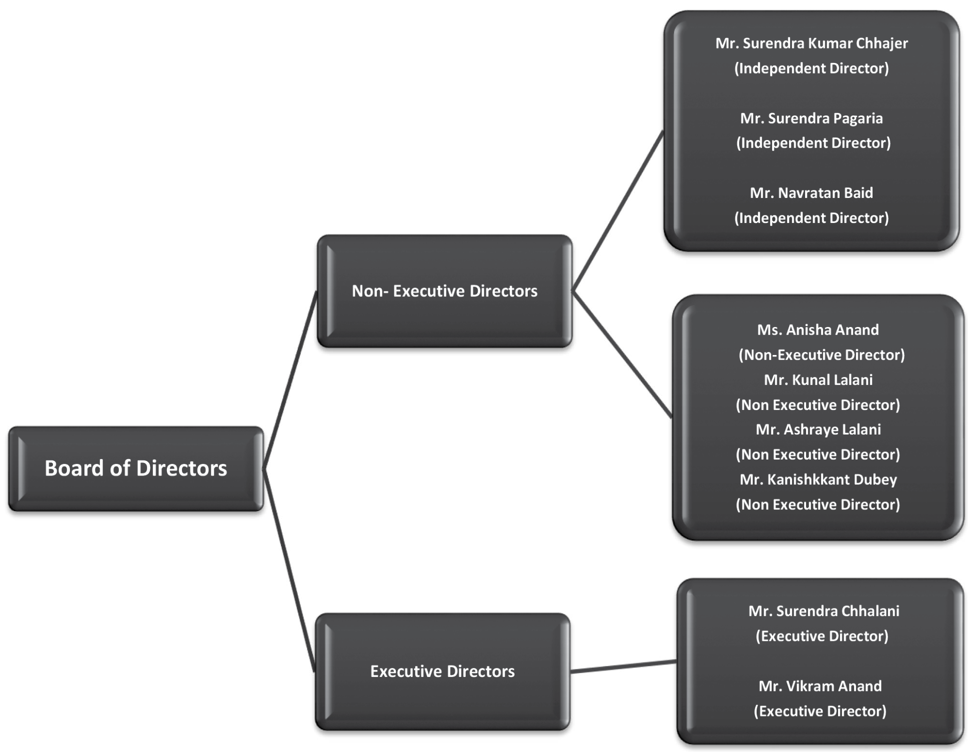
a) Composition and Category of Directors

As per Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company shall have an optimum combination of Executive and Non-Executive Directors with at least one-Woman Director and not less than fifty percent of the Board of Directors comprising Non-Executive Directors. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements.

As on March 31, 2026, the Board comprised nine members, consisting of a non- executive and executive directors. Out of the nine directors, Seven are Non-Executive Directors out of which Three are Independent Directors.

None of the Directors on the Board:

- holds directorships in more than ten public companies;
- serves as Director or as Independent Directors (ID) in more than seven listed entities; and
- who are the Executive Directors serves as IDs in more than three listed entities.



During the financial year 2025-26, Mr. Vikram Anand has been re-designated as Executive Director w.e.f 31st December, 2025 from Non-Executive Non-Independent Director and Ms. Anisha Anand has been re-designated as Non-Executive Non-Independent Director w.e.f 31st December, 2025 from Executive Director.

During the financial year 2025–26, Mr. Kanishkkant Dubey was appointed as an Additional Director of the Company by the Board of Directors with effect from 23 February 2026. Subsequently, he was appointed as a Non-Executive Non-Independent Director of the Company by the Members at the Extra-Ordinary General Meeting held on 5 May 2026, with effect from the said date. Further, Mr. Navratan Baid was appointed as an Additional Director of the Company by the Board of Directors with effect from 25 March 2026. Subsequently, he was appointed as an Independent Director of the Company by the Members at the Extra-Ordinary General Meeting held on 5 May 2026, with effect from the said date. The aforesaid appointments were made in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Necessary disclosures regarding Committee positions in other public companies as on March 31, 2026 have been made by the Directors. None of the Directors is related to each other except Mr. Vikram Anand & Mrs. Anisha Anand and Mr. Kunal Lalani and Mr. Ashraye Lalani.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

Thus, the composition of the Board is in conformity with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

b) Board Meetings

The Board assembles at regular interval to discuss and decide crucial matters and strategies to attain the goal in efficient manner and to cope up with the dynamic and competitive environment.

During the Financial Year 2025-26, the Board met 11(Eleven) times. The Meetings of the Board were held at registered office of the Company on the following dates:

1. 22nd May, 2025
2. 4th June, 2025
3. 3rd July, 2025
4. 6th August, 2025
5. 29th August, 2025
6. 22nd September, 2025
7. 10th November, 2025
8. 31st December, 2025
9. 5th February, 2026
10. 23rd February, 2026
11. 25th March, 2026

The gap between two consecutive meetings has been less than 120 days and the necessary quorum was present for all the meetings.

c) Attendance of Directors and details of other Boards or Committees where Director(s) are a Member or Chairperson:

Name, DIN, Designation/ Category	No. of Meetings entitled to attend	Attendance Particulars		No. of Member-ship in Boards of Other Companies	Number of Committee positions held in other Public Companies as Member or Chairperson #	Directorship in other Companies		No. of Shares held by Directors**
		Board Meetings	AGM			Name of the Company	Category of Directorship	
Mr. Surendra Chhalani (Executive Director and CFO) DIN: 00002747	11	11	Yes	3	-	Ecotech. Developers Pvt. Ltd., OPM Promoters Pvt. Ltd., BB&HV Pvt. Ltd.	Director	500
Mr. Surendra Kumar Chhajer (Non-Executive, Independent Director & Chairman) DIN: 00672769	11	11	Yes	1	-	Aarham Engineers Pvt. Ltd.	Director	-
Mrs. Anisha Anand (Executive & Whole Time Director) DIN: 00407509	11	11	Yes	2	-	Anand power Pvt. Ltd., Anand Control Systems Pvt. Ltd	Director	-

Mr. Kunal Lalani (Non-Executive Director) DIN: 00002756	11	11	Yes	12	4	V and R Auto Gauges Pvt. Ltd, Crayons Advertising Limited, Plasopan Engineers India Pvt. Ltd, Gropmega Holdings Pvt. Ltd, Mega Cabs Limited, Bengaluru Megacabs Pvt. Ltd, Sanya Resorts And Hospitality Pvt. Ltd, Bollywood Merchandise Pvt. Ltd, Britonna Hotel And Yacht Club Pvt. Ltd, Ecotec Developers Pvt. Ltd, New Age Mobility Pvt. Ltd, Advertising Agencies Association of India	Director	20145011
Mr. Surendra Pagaria (Non-Executive & Independent Director) DIN: 02945040	11	11	Yes	2	5	Mega Cabs Ltd., Crayons Advertising Limited	Director	-
Mr. Vikram Anand (Non-Executive, Non-Independent Director) DIN: 00407415	11	11	Yes	6	-	Britonna Hotel and Yacht Club Pvt. Ltd, Mega Cabs Limited, BB&HV Pvt. Ltd, Anand Power Pvt. Ltd, Anand Control Systems Pvt. Ltd, Bengaluru Megacabs Pvt. Ltd.	Director	-
Mr. Kanishkkant Dubey (Non-Executive Non-Independent Director) DIN: 08900706	1	1	No	4	-	Online Entertainment Pvt. Ltd., Nevon AI Pvt. Ltd., Solarvista Energy Innovation Pvt. Ltd., jogmaya Tea Estate Pvt. Ltd.	Director	-
Mr. Navratan Baid (Non-Executive Independent Director) DIN: 00251523	-		No	3	2	Mega Cabs Limited, Crayons Advertising Limited, Vijex Vyapaar Pvt. Ltd	Director	-
Mr. Ashraye Lalani (Non-Executive Non-Independent Director) DIN: 08371173	-	-	No	8	-	MBTS Skyncare Pvt. Ltd., Mega Cabs Limited, Groupmega Holdings India Pvt. Ltd., Crayons Advertising Limited, Tirumala Precision Pvt. Ltd., BB&HV Pvt. Ltd., New Age Mobility Pvt. Ltd., Megastar AI Technology Pvt. Ltd.	Director	-

 # Pertains to memberships/chairpersonships of the Audit Committee and Stakeholders' Relationship Committee of Indian public companies (excluding the Company) as per Regulation 26(1)(b) of the SEBI Listing Regulations.

*** There were no convertible instruments held by any Director.*

$ During the financial year 2025-26, Mr. Vikram Anand has been re-designated as an Executive Director from Non-Executive Non-Independent Director w.e.f 31st December, 2025 and Ms. Anisha Anand has been re-designated as Non-Executive Non-Independent Director from Executive Director.

The detailed Agenda, setting out the business to be transacted at the Meeting(s), supported by detailed notes is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s). In some instances, documents are tabled at the meetings and the presentations are also made by the respective executives on the matters related to them at the Board or Committee Meetings. The information as mentioned in Part A of Schedule II of the Listing Regulations, has been placed before the Board for its consideration. The Directors are also provided the facility of video/ tele conferencing to enable them to participate effectively in the Meeting(s), as and when required.

As mandated by proviso under Regulation 17A(1) of the Listing Regulations as of March 31, 2026, none of the Independent Directors of the Company served as an Independent Director in more than seven listed entities and as per Regulation 26 of Listing Regulations none of Directors is a member of more than ten committees or acting as Chairperson of more than five committees across all listed companies in which he/ she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

d) Familiarization Programme for Independent Directors

The Company has in place a Familiarization Programme for its Independent Directors which shall be given to new Independent Directors upon joining and to existing Independent Directors on “need basis”. The objective of the Familiarization Programme is to provide training to new Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it. Besides, the Independent Directors are made aware of their role and responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment. Additionally, regular updates on relevant statutory and regulatory changes are regularly circulated to all the Directors including Independent Directors.

The detail of familiarization programme is available at the website of the Company at:

https://admin.megacorpltd.com/downloads/138-familiarization-policy-mega-corporation.pdf

e) Core skills/ expertise/ competencies of the Board of Directors

The Board comprises of qualified members who bring in qualified skills, competence and expertise that enable them to make effective contributions to the Company’s working. The Board of Members have expertise and extensive experience in the field of financial services, sales & marketing, corporate governance, administration, decision making and effective corporate management. They uphold ethical standard, integrity and probity and exercise their responsibility in the best interest of the Company and all stakeholders.

The expertise / skills / competencies identified by the Board and available with the Directors are detailed below:

Category	Expertise/ Skill/ Competencies
Non Executive Non- Independent Director Ms. Anisha Anand Mr. Kunal Lalani Mr. Ashraye Lalani Mr. Kanishkkant Dubey	• Legal and Regulatory Framework • In-depth Industry Knowledge • Resource Management and Utilisation • Risk Assessment and Management • Financial Services • Understanding of accounting and financial statements
Independent Directors Mr. Surendra Pagaria Mr. Surendra Kumar Chhajer Mr. Navratan Baid	• Legal and Regulatory Framework • In-depth Industry Knowledge • Technical/Professional • Risk Assessment and Management • Understanding of accounting and financial statements
Executive Directors Mr. Vikram Anand Mr. Surendra Chhalani	• Legal and Regulatory Framework • In-depth Industry Knowledge • Technical/Professional • Risk Assessment and Management • Financial Services • Understanding of accounting and financial statements

f) Performance Evaluation of Board, Committees and Directors:

The Board of Directors has made formal annual evaluation of its own performance, and that of its committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed under the SEBI Listing Regulations.

Performance of the Board was evaluated after seeking inputs from all the Directors on the basis of the criteria such as adequacy of its composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as composition of committees, terms of reference of committees, effectiveness of the committee meetings, participation of the members of the committee in the meetings, etc.

The Board also carried out evaluation of the performance of Individual Directors on the basis of criteria such as attendance and effective participation and contributions at the meetings of the Board and its committees, exercise of his/her duties with due & reasonable care, skill and diligence, etc.

The Directors expressed their satisfaction with the evaluation process.

g) Code of Conduct

(i) The board has laid down a "Code of Conduct" for all the board members and the senior management of the company and the Code of Conduct has been posted on the website of the company at :

https://admin.megacorpltd.com/downloads/309-Code-of-Business-Conduct-and-Ethics-for-Board-Member-and-Senior-Management.pdf

(ii) Annual declaration confirming compliance of the code is obtained from every person covered by the code of conduct.

(iii) The Members of the Board and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended 31st March, 2026. The Annual Report of the Company contains a Certificate by the CFO in terms of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 based on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management.

AUDIT COMMITTEE

a) Terms of Reference

Audit Committee is entrusted with the responsibility to supervise the Company's financial reporting process and internal controls. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

Given below is a gist of the responsibilities of the Audit Committee:

a) 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;

b) Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;

c) Approval of payment of remuneration to Statutory Auditors for any other services rendered by the Statutory Auditors;

d) Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the board for approval, with particular reference to:

    i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134(3)(c) of the Act.

    ii. Changes, if any, in accounting policies and practices and reasons for the same.

    iii. Major accounting entries involving estimates based on the exercise of judgment by management.

    iv. Significant adjustments made in the Financial Statement arising out of audit findings.

    v. Compliance with Listing Regulations and other legal requirements relating to Financial Statements.

    vi. Disclosure of any related party transactions.

    vii. Qualifications in the draft Audit Report.

e) Reviewing, with the management, the quarterly Financial Statements before submission to the Board for approval;

f) 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 utilised for the 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 issue, rights issue and preferential issue etc. before submitting the same to Stock Exchanges;

g) Review and monitor the Auditor's independence and performance and effectiveness of audit process;

h) Approval or any subsequent modification of transactions of the Company with related parties;

i) Scrutiny of inter-corporate loans and investments;

j) Valuation of undertakings or assets of the Company, wherever it is necessary;

k) Evaluation of internal financial controls and risk management systems;

l) Reviewing with the management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;

m) 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;

n) Discussion with Internal Auditors of any significant findings and follow up thereon;

o) Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

p) Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain the areas of concern, if any;

q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors

r) To review the functioning of the Whistle Blower Mechanism;

s) Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate; and

t) Carrying out any other function as is mentioned in the terms of reference of Audit Committee.

u) Review consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, and amalgamation."

During the year, the Committee inter alia reviewed key audit findings covering operational, financial and compliance areas. The Chairman of the Audit Committee briefs the Board on significant discussions at Audit Committee meetings.

(b) Composition, names of Members and Chairperson, its meetings and attendance:

The Audit Committee consists of 2 (Two) Non-Executive Independent Directors and 1 (One) Executive Director. The composition of the Audit Committee as on 31st March, 2026 and number of meetings attended by the Members during the year are given below:

Name of Member	Category	No. of meetings entitled to attend during FY 2025-26	Meetings attended	Meeting Dates
Mr. Surendra Pagaria [Independent Director]	Chairperson	08	08	22-05-2025 04-06-2025 03-07-2025 06-08-2025 29-08-2025 22-09-2025 10-11-2025 05-02-2026
Mr. Surendra Chhalani [Independent Director]	Member	08	08	
Mr. Surendra Kumar Chhajer [Executive Director]	Member	08	08	

The Composition of the Committee is in accordance with Regulation 18(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

Majority of members of the Committee are Non-Executive Directors of the Company with Mr. Surendra Pagaria as its Chairperson. The Company Secretary of the Company, acts as the Secretary to the Committee.

NOMINATION AND REMUNERATION COMMITTEE

(a) Terms of reference

The terms of the Committee are wide enough covering the matters specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and Terms of reference of the Committee briefly are as under:

The Nomination, Compensation & Remuneration Committee formulated criteria for evaluation of the Board and Non-Independent Directors for the purpose of review of their performance at a separate meeting of the Independent Directors. Further, the Committee has recommended a policy relating to the remuneration of the directors, key managerial personnel, senior management and other employees, which, inter alia, includes the principles for identification of persons who are qualified to become directors.

It also designed benchmarks and continuously reviews the compensation program for the Board and the CEO against the achievement of measurable performance goals. The committee also reviews and approves senior executive compensation to ensure that it is competitive in the global markets in which we operate, to attract and retain the best talent.

The committee makes recommendations to the Board on candidates for:

i. Nomination for election of re-election by the shareholders and

ii. Any Board vacancies that are to be filled.

It may act on its own in identifying potential candidates, inside or outside the Company, or may act upon proposal submitted by the Chairman of the Board. The committee annually reviews and approves for CEO and MD, the executive directors and executive officers:

a. The annual base salary.

b. The annual incentive bonus including the specific performance-based goal and amount.

c. Equity Compensation.

d. Employment agreements, severance agreements, and change in control agreements/provisions.

e. Any other benefits, compensation or agreements.

It reviews and discusses all matters pertaining to candidates and evaluates the candidates, and coordinates and overseas the annual self-evaluation of the Board and of individual directors. It also reviews the performance of all the executive directors on a periodic basis and on such intervals as may be necessary on the basis of the detailed performance parameters set for each executive director at the beginning of the year. The committee may also regularly evaluate the usefulness of such performance and make necessary amendments.

(b) Composition, names of Members and Chairperson, its meetings and attendance:

The Nomination and Remuneration Committee consists of 2 (Two) Non-Executive Independent Directors and 1 (One) Non Executive Non Independent Director. The composition of the Nomination and Remuneration Committee as on 31st March, 2026 and number of meetings attended by the Members during the year are given below:

Name of Member	Category	No. of meetings entitled to attend during FY 2025-26	Meetings attended	Meeting Dates
Mr. Surendra Pagaria [Independent Director]	Chairperson	07	07	22-05-2025 04-06-2025 03-07-2025 29-08-2025 31-12-2025 23-02-2026 25-03-2026
Mr. Anisha Anand [Non-Executive Director]	Member	02	02	
Mr. Surendra Kumar Chhajer [Independent Director]	Member	07	07	

The Composition of the Committee is in accordance with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

All members of the Committee are Non-Executive Directors of the Company with Mr. Surendra Pagaria as its Chairperson. The Company Secretary of the Company, acts as the Secretary to the Committee.

(c) Performance Evaluation Criteria for Independent Directors:

Pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the evaluation of the Independent Directors, which was done by the Board of Directors was based on the following assessment criteria as laid by the Nomination and Remuneration Committee:

– Attendance and participation in the Meetings;

– Raising of concerns to the Board;

– Level of integrity (maintenance of confidentiality);

– Commitment towards the Board;

– Initiative in terms of new ideas and planning for the Company;

– Impartiality in conducting discussions and seeking views;

– Contribution in the Meetings of the Board and Committees;

– The Director possesses requisite knowledge, competencies, qualifications and experience;

– Ability to function as a team member;

– Fulfillment of functions as assigned by the Board and Law from time to time.

STAKEHOLDER'S RELATIONSHIP COMMITTEE

(a) Terms of Reference:

The Stakeholders Relationship Committee of the Board of Directors was constituted in line with the provision of Regulation 20 of SEBI (LODR) Regulations 2015 read with section 178 of the Act to looks after Shareholders'/ Investors' Grievance like redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports etc.

The Stakeholders Relationship Committee of the Board is constituted with powers and responsibilities including, but not limited to:

i) approve and monitors transfers, transmission, splits and consolidation of securities of the Company,

ii) reviews and resolves the grievances of security holders / depositors / debenture holders of the Company including complaints related to transfer/transmission of shares, Non-receipt of annual report, Non-receipt of declared dividends, Non-receipt of interest on deposits/debentures, issue of new/duplicate certificates, general meetings etc., and

iii) review the compliances with various statutory and regulatory requirements.

(b) Composition, names of Members and Chairperson, its meetings and attendance:

The Stakeholders Relationship Committee consists of 2 (Two) Non-Executive Independent Directors and 1 (One) Executive Director. The composition of the Stakeholders Relationship Committee as on 31st March, 2026 and number of meetings attended by the Members during the year are given below:

Name of Member	Category	No. of meetings entitled to attend during FY 2025-26	Meetings attended	Meeting Dates
Mr. Surendra Pagaria [Independent Director]	Chairperson	1	1	23-02-2026
Mr. Surendra Chhalani [Executive Director]	Member	1	1	
Mr. Surendra Kumar Chhajer [Independent Director]	Member	1	1	

The Composition of the Committee is in accordance with Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

Majority of members of the Committee are Non-Executive Directors of the Company with Mr. Surendra Pagaria as its Chairperson.

(c) Investor Grievance Redressal

The number of complaints received and resolved to the satisfaction of investors during the year under review is as under:

Particulars	Complaint Received	Complaint Resolved	Complaint Balance
Complaints	Nil	Nil	Nil

As on 31st March, 2026, no complaints were outstanding.

(d) Compliance officer

Mr. Shashwat Chaudhary has tendered his resignation from the position of Company Secretary & Compliance Officer of the Company w.e.f. 16th January, 2026.

3. CHANGES IN SENIOR MANAGEMENT SINCE THE CLOSE OF PREVIOUS FINANCIAL YEAR

During the financial year 2025–26, there were changes in the composition of the Board of Directors of the Company. Mr. Kanishkkant Dubey (DIN: 08900706) was appointed as an Additional Director with effect from 23rd February 2026 and subsequently appointed as a Non-Executive Non-Independent Director by the Members at the Extra-Ordinary General Meeting held on 5th May 2026.

Further, Mr. Navratan Baid (DIN: 02034499) was appointed as an Additional Director with effect from 25th March 2026 and subsequently appointed as an Independent Director by the Members at the Extra-Ordinary General Meeting held on 5 May 2026.

4. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL

(a) Remuneration Policy

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other Employees is annexed as **"Annexure-F"** to the Board's Report.

The remuneration payable to the Directors of the Company shall, at all times, be determined in accordance with the provisions of the Companies Act, 2013.

Apart from the Directors, the remuneration of all the other KMPs such as the Chief Financial Officer, Company Secretary or any other officer that may be prescribed under the statute from time to time and "Senior Management" of the Company as defined in the Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall be determined as per the Company's remuneration policy and in consultation with the Nomination and remuneration committee of the Board of the Director.

(b) During the year, there were no pecuniary relationships or transactions between the Company and any of its Non- Executive Directors (including Independent Directors) apart from sitting fees drawn by them for attending the Meeting of the Board and Committee(s) thereof.

(c) Criteria for making payment to Non-Executive Directors

The Company has formulated the criteria for making payment to Non-Executive Directors, which has been uploaded on the Company's website. The web link of the same is as mentioned below:

https://admin.megacorpltd.com/downloads/310-Criteria-for-making-Payment-to-Non-Executive-Director.pdf

d) Details of Remuneration to the Directors

- **Executive Directors and Non Executive Director (Non Independent Director):**

The Company has paid remuneration to Executive and Non-Executive-Non Independent Directors for the financial year 2025-26 as per following manner:

(Amount in Rs.)

Nature of Payment	Mr. Surendra Chhalani	Mr. Kunal Lalani (Non-Executive Director)	Mrs. Anisha Anand (Executive & Whole Time Director)	Mr. Vikram Anand (Non-Executive, Non- Independent Director)*
Remuneration	6,60,000	-	-	-
HRA	2,16,000	-	-	-
Conveyance	-	-	-	-
Child Allowance	-	-	-	-
Stock Options	-	-	-	-
Other	84,000	-	-	-
Total	**9,60,000**	**-**	**-**	**-**

- **Non-Executive Directors (Independent Directors):**

  All the Non-Executive Independent Directors receive remuneration only by way of sitting fees for attending Meetings of the Board/ Committees. The details of sitting fees paid to Non-Executive Independent Directors during the financial year 2025-26 are as under:

(Amount in Rs.)

Nature of Payment	Mr. Surendra Kumar Chhajer (Non-Executive, Independent Director)	Mr. Surendra Pagaria (Non-Executive & Independent Director)	Mr. Navratan Baid (Non-Executive & Independent Director)	Mr. Kanishkkant Dubey (Non-Executive & Independent Director)
Sitting Fees	-	-	-	-
Total	**-**	**-**	**-**	**-**

(e) None of the Independent Directors of the Company holds shares of the Company.

(f) Presently, the Company does not have a scheme for grant of any Stock Option either to the Executive Directors or Employees.

5. INDEPENDENT DIRECTOR'S MEETING

During the year under review, the Independent Directors met on 23rd February, 2026, inter alia, to discuss:

i) Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole.

ii) Evaluation of performance of the Chairman of the Company, taking into account the views of Executive & Non-Executive Directors.

iii) Evaluation of quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

6. GENERAL BODY MEETINGS

a) Details about Annual General Meetings held in last three years:

Financial Year	Location	Day, Date & Time	Special Resolution*
2022-23	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") deemed to be conducted at the Registered Office of the Company	Tuesday, the 26th day of September, 2023 at 11:30 A.M.	Nil
2024-25	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") deemed to be conducted at the Registered Office of the Company	Thursday, the 18th day of July, 2024 at 12:30 P.M.	06

2024-25	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") deemed to be conducted at the Registered Office of the Company	Monday, 29th day of September, 2025 at 02:30P.M.	02
2025-26 (EGM)	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") deemed to be conducted at the Registered Office of the Company	Tuesday, 5th day of May, 2026 at 12:30 P.M.	04

b) Details of special resolutions passed through postal ballot, the persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot:

No postal Ballot was conducted during the Financial Year 2025-26.

c) Details of special resolution proposed to be conducted through postal ballot:

None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

7. MEANS OF COMMUNICATION

The quarterly, half yearly and annual results were published in Business Standard (English Edition) and Business Standard (Hindi Edition). The Company is also maintaining a functional website **www.megacorpltd.com**, wherein all the communications are updated including the quarterly financial results of the Company. The Annual reports containing the Audited Annual Accounts, Auditors' Reports, Boards' Report, the Corporate Governance Report, the Management Discussion and Analysis Report forming part of Boards' Report and other material information are circulated to the members and others entitled thereto. Annual Reports of the Company are emailed to all shareholders who have provided their email IDs in the records of the Depository. All the disclosures and communications to be filed with the Stock Exchanges were submitted through e-filing platform/ email and there were no instances of non-compliances.

As a matter of policy, the company will display the official news release at its website, whenever applicable. No official news was released by the Company in financial year 2025-26. There were no instances during the year, which requires the company to make any presentation before institutional investor or to the analyst.

8. GENERAL SHAREHOLDER INFORMATION

The Company is registered in New Delhi, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is L65100DL1985PLC092375. The Company being Non-Deposit taking Non-Systemically Important NBFC is registered with Reserve Bank of India.

A) Annual General Meeting - Day, Date, Time and Venue:

41st Annual General Meeting

Monday the 21st Day of September 2026, at 02:30 p.m. through Video Conferencing/ Other Audio- Visual Means (OAVM) deemed to be conducted at the Registered Office of the Company as set out in the Notice convening the Annual General Meeting.

B) Financial Year - 01st April, 2025 to 31st March, 2026

C) Date of Book Closure - Tuesday, 15th September, 2026 to Monday, 21st September, 2026 (both days inclusive)

D) Dividend Payment Date

No dividend has been recommended for the year ended 31st March, 2026.

E) Listing at Stock Exchanges

EQUITY SHARES

Sr. No.	Name of Stock Exchange
1.	**BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Phones : 91-22-22721233/4, 91-22-66545695 (Hunting) Fax : 91-22-22721919 CIN: L67120MH2005PLC155188 Email: corp.comm@bseindia.com

The Company has paid the listing fees for the financial years 2025-26 to the above stock exchange.

F) Stock Code – 531417

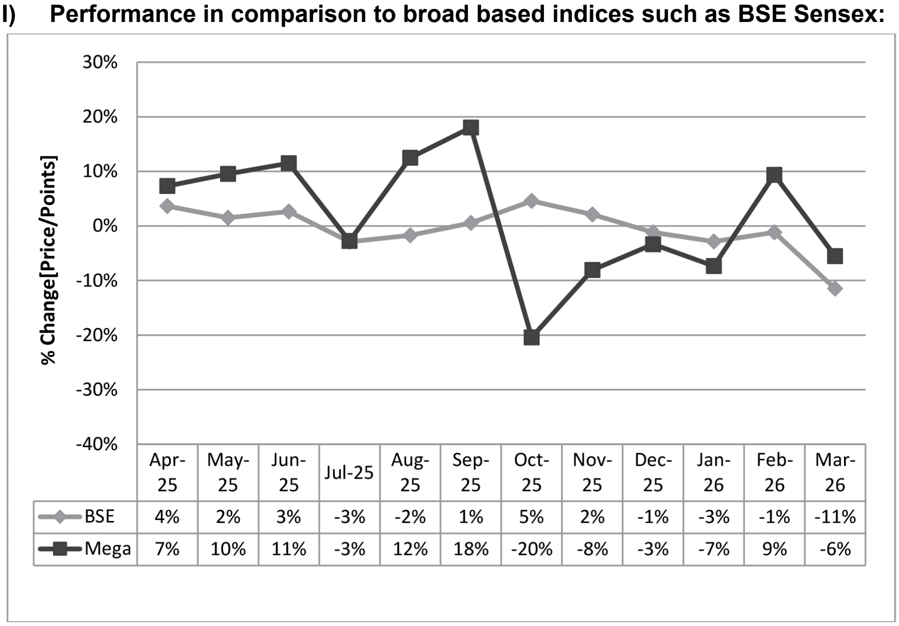
G) ISIN – INE804B01023

H) Market Price Data: High Low for the period April 2025 to March 2026

BSE		
Month	**Low**	**High**
April, 2025	1.88	2.62
May, 2025	2.53	3.46
June, 2025	2.35	3.03
July, 2025	2.45	2.97
August, 2025	2.30	2.99
September, 2025	2.62	3.38
October, 2025	2.50	3.42
November, 2025	2.34	2.70
December, 2025	2.12	2.70
January, 2026	2.07	2.54
February, 2026	2.01	2.98
March, 2026	1.94	2.80

Source: BSE Portal

I) Performance in comparison to broad based indices such as BSE Sensex:



J) REGISTRAR TO AN ISSUE & SHARE TRANSFER AGENTS:

Pursuant to the SEBI directive, the Company has appointed MUFG Intime India Private Limited as Share Transfer Agent for maintaining all the work related to share registry in terms of both physical and electronic form. Shareholders can communicate with them for lodgment of transfer deeds and their queries at the following address:

MUFG Intime India Private Limited
Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block,
Near Savitri Market, Janakpuri, New Delhi-110058
Phone No.: **011 – 49411000** Fax: **011 - 4141 0591**
Email: delhi@in.mpms.mufg.com

K) SHARE TRANSFER SYSTEM:

The Company has established an efficient system for processing share-related investor requests through its Registrar and Share Transfer Agent (RTA). Requests relating to transmission, transposition, issue of duplicate share certificates, deletion of name, change of address, nomination, and other investor service matters are processed promptly upon receipt of complete and valid documentation, in accordance with the applicable provisions of the Companies Act, 2013, SEBI Regulations, and the operational guidelines prescribed by the Depositories.

Requests for dematerialisation and re-materialisation of equity shares are processed expeditiously, and confirmations are provided to the respective Depositories within the timelines prescribed under the applicable regulatory framework. Investor queries, complaints, and service requests are also addressed promptly to ensure efficient investor servicing and enhanced stakeholder satisfaction.

Pursuant to Regulation 40(9) of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,** the Company obtains the requisite certificate from a Practicing Company Secretary on a half-yearly basis confirming compliance with the applicable share transfer and investor service requirements. The said certificates are duly submitted to the Stock Exchange(s) within the prescribed timelines.

Further, in accordance with **Regulation 76** of the **SEBI (Depositories and Participants) Regulations, 2018**, the Company obtains the Reconciliation of Share Capital Audit Report from a Practicing Company Secretary on a quarterly basis. The report confirms, inter alia, the reconciliation of the total issued capital, listed capital, and capital held in dematerialised and physical form, and is submitted to the Stock Exchange(s) within the stipulated time.

The Company has established an effective mechanism for redressal of investor grievances. In compliance with **Regulation 85(4)** of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the designated e-mail address for addressing investor-related queries and grievances is **cs@megacorpltd.com**. The Company remains committed to ensuring timely resolution of investor concerns and maintaining the highest standards of investor service and corporate governance.

L) SHAREHOLDING PATTERN OF THE COMPANY AS ON 31ST MARCH, 2026:

Category	No. of Shares held	% of Shareholding
A. PROMOTERS		
Promoter and Promoter Group	133658906	66.83
B. PUBLIC		
Resident Individuals holding nominal share capital up to Rs.2 lakhs	31396823	15.70
Resident Individuals holding nominal share capital in excess of Rs.2 lakhs	17572259	8.79
Non Resident Indians (NRIs)	566436	0.28
Bodies Corporate	14377398	7.19
Others	2428178	1.21
Total	**20,00,00,000**	**100**

M) **Distribution of Shareholding as on 31st March, 2026**

Category	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shareholding
1 to 500	17871	73.78	1996557	0.99
501 to 1000	2498	10.31	2164097	1.08
1001 to 2000	1449	5.98	2257210	1.13
2001 to 3000	603	2.48	1577053	0.79
3001 to 4000	293	1.21	1067516	0.53
4001 to 5000	349	1.44	1690548	0.84
5001 to 10000	543	2.24	4298279	2.15
More than 10000	616	2.54	184948740	92.47
TOTAL :	**24222**	**100**	**200000000**	**100**

N) **Dematerialization of shares and liquidity:**

S. No.	Particulars	No. of Shares	Holding (in %)
1	In Dematerialized form with CDSL	31766332	15.88
2	In Dematerialized form with NSDL	165742259	82.87
3	In physical Form	2491409	1.25
	TOTAL	**200000000**	**100.00**

O) **Outstanding GDR'S/ADR's/ Warrants or any Convertible instruments, conversion date and likely impact on equity.**

There are no Outstanding GDR'S/ADR's/ Warrants or any Convertible instruments.

P) **Commodity price risk or foreign exchange risk and hedging activities**

Not Applicable

Q) **Plant Location**

The Company does not carry any manufacturing activity. However, it mainly operates from its registered office the address of which is given above.

R) **Address for correspondence:**

Mega Corporation Limited

Registered Office: Plot No. 38, First Floor, Okhla Industrial Estate, Phase-III,
New Delhi, Delhi - 110020

9. OTHER DISCLOSURES

1. Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.

A related-party transaction is a deal or arrangement between two parties who are joined by a pre-existing business relationship or common interest. All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis. The Company presents a statement of all related party transactions before the Audit Committee on a quarterly basis for review and recommendation to the Board for their approval, specifying the nature, value and terms and conditions of the transactions. Transactions with related parties are entered in a transparent manner in the interest of the Company as utmost priority.

There are no significant related party transactions, monetary transactions or relationships between the Company and its Directors, the management, subsidiaries or relatives except as disclosed in the Note No. 33 of financial statements of this report for the year ended 31st March, 2026.

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The policy may be accessed on the Company's Website at the below mentioned link:

https://admin.megacorpltd.com/downloads/302-Related-Party-Transaction-policy.pdf

2. **Details of non-compliance by the company, penalties and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

   Your Company has been complying with the mandatory requirements of SEBI LODR and the Act. During the FY2025-26, no penalties are imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets. However, all the outstanding penalties during the last three years as imposed by BSE has been duly paid by the Company.

3. **Whistle Blower policy and affirmation that no personnel have been denied access to the audit committee.**

   Your Company has formulated a Whistle Blower Policy in compliance with Companies Act, 2013 and SEBI LODR as part of vigil mechanism of the Company. There is graded reporting structure under the Policy and also provides provision for direct access to Chairman of Audit Committee. Board of Directors affirms that no personnel have been denied access to the audit committee.

   The policy may be accessed on the Company's Website at the below mentioned link:

   https://admin.megacorpltd.com/downloads/140-whistle-blower-policy.pdf

4. **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this** clause

   The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As regard the non-mandatory requirements, Company tries to implement them to the extent possible.

5. **Web link where policy for determining 'material' subsidiaries is disclosed;**

   At present, your Company does not have a Material Subsidiary, so no policy for determining material subsidiary is required to be disclosed on the website of the company.

6. **Disclosure of commodity price risks and commodity hedging activities**

   The Company has not dealt in commodity for FY2025-26 or hedging commodity activities for 2025-26.

7. Company has complied with the corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. Company try to adopt the discretionary requirements as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9. **Total fees paid to Statutory Auditors of the Company:**

   Total fees of Rs.150,000/- (Rupees One Lakh Fifty Thousand only) for financial year 2025-26 for statutory audit, was paid by the Company to the Statutory Auditors.

10. **Certificate from company secretary in practice**

    A certificate has been received from M/s. Vikash Gupta & Co. a Company Secretaries, New Delhi, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The same is provided as **Annexure-G** to this Annual Report.

12. **Reporting of Internal Auditor**

    The Internal Auditor has direct access to the Audit Committee and presents their Internal Audit observations to the Audit Committee.

General

A certificate duly signed by the Chief Financial Officer and Whole Time Director relating to financial statements and internal controls and internal control systems for financial reporting as per the format provided in Part B of Schedule II of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 was placed before the Board, who took the same on record. The same is provided as **Annexure-H** to this Annual Report.

1. Profile and other information regarding the Directors being appointed/ re-appointed as required under Regulations 36(3) of SEBI (Listing Obligations Disclosure Requirement) Regulations, 2015 have been given in the Notice of the Annual General Meeting annexed to this Annual Report.

2. The Company follows a formal management policy and system of legal compliance and reporting to facilitate periodical review by the Board of compliance status of laws applicable to the company and steps taken to rectify non-compliance, if any.

3. The Company's senior management has confirmed to the Board of Directors that they do not have any personal interest related to its material, financial and commercial transactions that may have a potential conflict with the interests of the Company at large.

4. Declarations by the Chief Financial Officer regarding compliance by board members and senior management personnel with the company's code of conduct.

   Mr. Vikram Anand, Chief Financial Officer of the Company has furnished the requisite declaration affirming compliance with the Code of Conduct by the board members and senior management personnel, for the financial year ended 31st March, 2026, which is attached with the report. The same is provided as **Annexure-I** to this Annual Report.

5. The company has complied with all the Accounting Standards applicable to the company.

6. The company has not come out with any Public Issue/ Preferential Issue in the Financial Year 2025-26.

7. Certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The same is provided as Annexure-B in the Director's Report.

For and on behalf of the Board of Directors
Mega Corporation Limited

Sd/-	**Sd/-**
(Vikram Anand)	**(Kunal Lalani)**
Director and CFO	**Director**
DIN: 00407415	**DIN: 00002756**

Place: New Delhi
Date: 25.08.2026

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

(Pursuant to Clause-F of Schedule-V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

S No.	Particulars	No. of Shareholders	No of Share
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	0	0
2	Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	0	0
3	Number of shareholders to whom shares were transferred from suspense account during the year	0	0
4	Number of shareholders who have not claimed dividend for last 7 years, and whose shares have been transferred to IEPF account of MCA from Demat Suspense Account	0	0
5	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year. The voting rights on these shares shall remain frozen till the rightful owner of such shares claim the shares	0	0

MANAGEMENT’S DISCUSSION & ANALYSIS REPORT

Global Economic Review

The global economy during FY 2025-26 demonstrated resilience despite operating in an environment characterized by heightened geopolitical uncertainty, evolving trade dynamics, elevated public debt, and persistent macroeconomic challenges. Ongoing geopolitical conflicts, fluctuations in energy prices, disruptions to global supply chains, and increased policy uncertainty continued to influence economic activity across both advanced and emerging market economies. At the same time, rapid technological advancements, particularly in artificial intelligence and digital transformation, provided support to productivity and investment in several sectors.

According to the International Monetary Fund (IMF), global economic growth is projected at 3.0% in 2026, with a moderate improvement to 3.4% in 2027. While the global economy has remained relatively resilient, the pace of expansion continues to be below historical averages, reflecting the combined impact of geopolitical tensions, trade fragmentation, higher commodity prices, and cautious business sentiment.

Inflationary pressures have moderated in several major economies compared with previous years; however, the disinflation process has slowed amid rising energy costs, supply-side uncertainties, and persistent services inflation in certain jurisdictions. Central banks have generally maintained a cautious and data-driven monetary policy approach, balancing the objective of price stability with the need to support economic growth and financial stability.

Global financial markets experienced intermittent volatility during the year, driven by geopolitical developments, shifts in monetary policy expectations, and uncertainty surrounding international trade and fiscal policies. Although financial conditions improved in certain markets, elevated sovereign debt levels, geopolitical risks, and periodic fluctuations in commodity and currency markets continued to pose challenges to the global economic outlook. Nevertheless, sustained investment in technology, digital infrastructure, and innovation remained a key source of optimism for medium-term global growth.

Overall, while the global economic environment remains subject to external risks and uncertainties, continued policy coordination, structural reforms, technological innovation, and resilient domestic demand across several major economies are expected to support sustainable global growth over the medium term.

Indian economic Review

The Indian economy continued to demonstrate remarkable resilience and macroeconomic stability during FY2025–26, despite persistent global uncertainties arising from geopolitical developments, volatile commodity prices, evolving trade policies, and uneven global growth. Supported by robust domestic demand, sustained public capital expenditure, healthy corporate balance sheets, and continued policy reforms, India retained its position among the fastest-growing major economies in the world.

According to the International Monetary Fund (IMF), India’s real Gross Domestic Product (GDP) is projected to grow by approximately 6.4% in 2026, supported by strong domestic consumption, resilient investment activity, improving services sector performance, and favourable demographic fundamentals. The Indian economy continues to benefit from structural reforms, digital transformation, expanding manufacturing capabilities, and increasing formalization of the economy.

Private consumption remained a significant driver of economic growth during the year, supported by improving rural demand, steady urban consumption, higher employment generation, and continued government initiatives aimed at strengthening household income and economic activity. Public and private sector investments also remained healthy, particularly in infrastructure development, manufacturing, renewable energy, logistics, and digital infrastructure, reinforcing the country’s long-term growth prospects.

India’s external sector remained resilient despite challenging global trade conditions. Merchandise and services exports continued to receive support from the country’s competitive services industry, while government initiatives under various production-linked incentive (PLI) schemes and export promotion measures further strengthened India’s manufacturing and export ecosystem. Although global demand remained uneven, India’s diversified export base and expanding domestic market helped mitigate external risks.

The financial sector continued to exhibit strength, supported by well-capitalized banks, improved asset quality, adequate liquidity, and stable credit growth across key sectors. Inflationary pressures moderated during the year owing to prudent monetary policy measures, easing supply-side constraints, and stable food and energy prices, enabling a balanced approach between inflation control and economic growth.

India's capital markets remained resilient throughout FY2025–26, supported by sustained domestic institutional participation, increasing retail investor confidence, and improving corporate earnings. The Indian Rupee experienced periodic volatility in response to global developments; however, it remained broadly stable due to strong foreign exchange reserves, sound macroeconomic fundamentals, and proactive policy measures undertaken by the Government of India and the Reserve Bank of India.

Overall, India's strong macroeconomic fundamentals, continued policy reforms, expanding digital economy, infrastructure-led development, favourable demographic profile, and resilient financial system position the country well to sustain its long-term growth trajectory and strengthen its role as one of the leading global economies.

NBFC Sector and Regulatory Review (FY 2025-26):

The Non-Banking Financial Company (NBFC) sector continued to play a pivotal role in strengthening India's financial ecosystem during FY2025–26 by expanding access to credit, supporting financial inclusion, and catering to the financing needs of underserved customer segments. The sector remained resilient despite evolving macroeconomic conditions, supported by healthy capitalization, prudent risk management practices, improved governance standards, and a stable regulatory environment.

Sector Performance and Asset Quality

During FY2025–26, the NBFC sector witnessed balanced growth, driven by steady demand across retail, MSME, vehicle finance, housing finance, and infrastructure financing segments. While the pace of credit expansion moderated compared to previous years due to regulatory measures and prudent lending practices, the overall quality of loan portfolios remained stable. Most NBFCs continued to maintain comfortable capital adequacy levels, adequate provisioning, and healthy liquidity buffers, contributing to the overall resilience of the sector.

The asset quality of the sector remained broadly stable during the year, supported by disciplined underwriting standards, effective collection mechanisms, and improving borrower repayment behaviour. The gradual normalization of credit costs and strengthened risk management frameworks enabled NBFCs to sustain profitability while maintaining financial stability.

Regulatory Developments

The Reserve Bank of India (RBI) continued its calibrated and risk-based regulatory approach during FY2025–26 with the objective of strengthening the resilience of the financial sector while ensuring adequate credit availability to productive sectors of the economy. The regulatory framework continued to emphasize enhanced governance standards, stronger risk management practices, improved transparency, and greater operational resilience across NBFCs.

The RBI also continued refining the regulatory architecture through periodic policy measures relating to capital adequacy, liquidity management, digital lending, customer protection, cybersecurity, outsourcing arrangements, and governance practices. These initiatives are expected to further strengthen confidence in the NBFC sector while promoting responsible and sustainable lending practices.

Credit Growth and Business Outlook

Credit demand remained healthy across various economic sectors, although lending growth was relatively measured compared to previous years as financial institutions adopted a more prudent approach towards underwriting and portfolio quality. Retail lending, MSME financing, secured lending, and infrastructure-related credit continued to remain important growth drivers for the sector. Increasing digital adoption, data-driven credit assessment models, and technology-enabled customer on boarding further enhanced operational efficiency and improved customer experience across the industry.

NBFCs also continued to diversify their funding profile through bank borrowings, capital market instruments, securitisation, co-lending arrangements, and other financing avenues, thereby strengthening liquidity management and reducing concentration risks.

Industry Developments

The NBFC industry continued to work closely with regulators, industry associations, and financial institutions to support the development of a robust and inclusive financial ecosystem. Ongoing policy discussions focused on balancing financial stability with the need to improve credit penetration, encourage innovation, strengthen digital finance, and enhance financial inclusion, particularly for MSMEs, rural borrowers, and underserved customer segments.

Outlook

The outlook for the NBFC sector remains positive, supported by India's strong macroeconomic fundamentals, rising domestic consumption, continued infrastructure development, increasing formalization of the economy, and expanding digital financial services. While global uncertainties and evolving regulatory expectations may continue to present challenges, the sector is well-positioned to sustain long-term growth through prudent risk management, technological innovation, improved governance standards, and customer-centric business models. The continued support of the Reserve Bank of India and the Government of India is expected to further strengthen the resilience, stability, and sustainable growth of the NBFC sector in the years ahead.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statements have been prepared in accordance with the requirement of the Companies Act, 2013 and applicable Accounting Standards issued by the Institute of Chartered Accountant of India.

(Amount in Lakhs)

Particulars	Standalone Financials	
	2025-26	**2024-25**
Revenue from Operations	749.47	601.62
Other Income	22.89	12.77
Total Income	**772.37**	**614.39**
Total Expenses	651.03	577.65
Profit/ (Loss) before exceptional items & tax	121.34	36.74
Exceptional Item	0.00	0.00
Profit/(Loss) before tax	**121.34**	**36.74**
Tax Expenses		
• Current Year	--	--
• Previous Year	--	--
• MAT Entitlement	--	--
• Deferred Tax	29.72	11.71
Profit/ (Loss) for the period	**91.62**	**25.03**
Other Comprehensive Income	(68.49)	73.90
Total comprehensive Income	**23.13**	**98.93**
Paid up Equity Share Capital	2000	2000
Earnings Per Share	0.01	0.08

SWOT Analysis of NBFC sector

i) Strength

(a) Diverse Product Portfolio and Market Reach:

The NBFC sector has developed a well-diversified portfolio of financial products and services catering to the evolving needs of individuals, MSMEs, corporates, and rural customers. NBFCs provide a wide range of financing solutions, including personal loans, business loans, vehicle finance, housing finance, gold loans, loan against property, MSME financing, supply chain finance, infrastructure finance, microfinance, consumer durable loans, and other customized credit products. Their ability to serve niche and underserved segments, where traditional banking penetration remains limited, continues to be one of the sector's key competitive strengths, thereby promoting greater financial inclusion and supporting economic development.

(b) Digital Transformation and Technological Innovation:

Technology has emerged as a key growth driver for the NBFC sector. Increasing adoption of digital platforms, artificial intelligence (AI), machine learning (ML), cloud computing, data analytics, automation, and digital payment infrastructure has significantly enhanced operational efficiency and customer experience. NBFCs are leveraging technology across the credit lifecycle, including digital customer onboarding, e-KYC, credit underwriting, fraud detection, loan processing, disbursement, collections, customer servicing, and risk monitoring. These technological advancements have enabled faster decision-making, reduced operating costs, improved portfolio quality, and enhanced accessibility of financial services, thereby strengthening the sector's competitiveness in an increasingly digital financial ecosystem.

ii) Weaknesses

(a) Evolving Regulatory Environment and Compliance Requirements

The NBFC sector operates within a dynamic and continuously evolving regulatory framework. The Reserve Bank of India (RBI) regularly introduces prudential norms, governance standards, digital lending guidelines, capital adequacy requirements, cybersecurity measures, and risk management frameworks to strengthen the resilience of the financial system. While these regulatory initiatives enhance transparency, financial stability, and customer protection, they also require NBFCs to continuously upgrade their internal controls, technology infrastructure, governance practices, and compliance mechanisms.

The increasing regulatory expectations often result in higher compliance, operational, and technology-related costs, particularly for small and mid-sized NBFCs. Continuous adaptation to regulatory changes may impact operational efficiency and profitability in the short term; however, these measures contribute to building a stronger, more resilient, and sustainable NBFC sector over the long term.

iii) Opportunity

The NBFC sector continues to offer significant growth opportunities, supported by India's expanding economy, increasing financial inclusion, rapid digitalization, favourable demographic profile, and rising demand for diversified financial products and services. The Company remains focused on identifying emerging business opportunities, strengthening its technological capabilities, enhancing customer experience, and developing innovative financial solutions to achieve sustainable long-term growth.

Key opportunities for the Company include:

- Expanding its presence in the **MSME, retail, and emerging business segments** by leveraging technology-driven lending models and customized financial solutions.
- Strengthening collaborations with **FinTech companies, digital platforms, and ecosystem partners** to enhance customer reach, improve operational efficiency, and accelerate digital transformation.
- Developing innovative and customer-centric financial products to address the evolving financing requirements of individuals, entrepreneurs, and businesses.
- Capitalizing on the rapid growth of the **digital economy, e-commerce ecosystem, and embedded finance,** creating new avenues for credit delivery and financial services.
- Diversifying the Company's lending portfolio by entering high-growth and profitable market segments while maintaining prudent risk management practices.
- Leveraging increasing formalization of the economy, Government initiatives promoting financial inclusion, digital payments, and MSME development to expand the customer base.
- Utilizing advanced technologies such as **Artificial Intelligence (AI), Machine Learning (ML), data analytics, and digital underwriting** to enhance credit assessment, improve customer experience, and strengthen portfolio quality.
- Benefiting from the growing entrepreneurial ecosystem, start-up culture, and rising demand for business financing, thereby creating new opportunities for sustainable credit growth.

iv) Threats

The NBFC sector operates in a highly competitive and regulated business environment. The Company continuously monitors emerging risks, market developments, and competitive dynamics, and undertakes appropriate strategic initiatives to strengthen its market position, enhance operational resilience, and effectively manage potential challenges.

Key threats that may impact the business include:

- **Increasing cost of funds** resulting from changes in interest rates, liquidity conditions, and evolving funding market dynamics, which may affect lending margins and profitability.
- **Credit risk associated with borrowers,** particularly arising from economic slowdowns, sector-specific stress, or deterioration in the repayment capacity of customers, which may impact asset quality.
- **Intensifying competition** from banks, other NBFCs, FinTech companies, digital lending platforms, and emerging financial service providers, leading to pressure on pricing, customer acquisition, and market share.
- **Evolving regulatory framework** and increased compliance requirements prescribed by the Reserve Bank of India (RBI), which may result in higher operational and compliance costs.
- **Cybersecurity and technology-related risks,** including data security, digital fraud, and operational disruptions, owing to the increasing reliance on digital platforms and technology-enabled financial services.
- **Macroeconomic and geopolitical uncertainties,** including inflationary pressures, interest rate fluctuations, global economic volatility, and supply chain disruptions, which may adversely affect credit demand and repayment behaviour.
- **Funding concentration and liquidity risks,** particularly during periods of market stress or constrained access to capital markets.
- **Operational risks,** including fraud, process failures, and evolving customer expectations, requiring continuous strengthening of governance, internal controls, and risk management systems.

The Company remains committed to proactively identifying, assessing, and mitigating these risks through prudent lending practices, diversified funding sources, robust risk management frameworks, strong governance standards, and continuous investment in technology and compliance systems.

RISK MANAGEMENT

Effective risk management is an integral part of the Company's governance framework and strategic decision-making process. The Company has established a comprehensive risk management framework designed to identify, assess, monitor, mitigate, and report risks that may impact the achievement of its business objectives. The framework adopts both qualitative and quantitative approaches to risk assessment and is supported by appropriate internal controls, periodic reviews, and continuous monitoring to ensure effective risk mitigation.

The Company's Risk Management Framework has been approved by the Board of Directors and is periodically reviewed to ensure its continued relevance in line with the evolving regulatory environment, business requirements, and market conditions. The Board and its Committees oversee the implementation and effectiveness of the risk management framework, while the Management continuously monitors the Company's overall risk profile and takes appropriate corrective actions wherever necessary.

The Company is primarily exposed to **Credit Risk, Market Risk, Liquidity Risk, Operational Risk, Fraud Risk, Compliance Risk, Information Technology & Cybersecurity Risk,** and **Strategic Risk.** Appropriate policies, standard operating procedures, internal controls, and governance mechanisms have been established for effective management of these risks.

Credit Risk:

Credit risk represents the possibility of financial loss arising from a borrower's inability or unwillingness to meet its contractual obligations. Considering that lending constitutes the core business of the Company, effective credit risk management remains one of its highest priorities. The Company has implemented Board-approved Credit Policies, credit appraisal processes, delegated approval authorities, exposure limits, portfolio monitoring mechanisms, and early warning systems to ensure prudent lending practices. Credit exposures are regularly reviewed at both the individual borrower level and portfolio level to maintain the overall quality of the loan book.

Market and Liquidity Risk

The Company follows a prudent and disciplined approach towards managing market and liquidity risks. Appropriate policies and risk limits have been established for monitoring interest rate movements, funding requirements, liquidity positions, and market exposures. The Company maintains adequate liquidity buffers and diversified funding sources to meet its financial obligations while ensuring business continuity under varying market conditions.

Operational Risk

Operational risk refers to the possibility of losses arising from inadequate or failed internal processes, human error, technology failures, fraud, or external events. The Company has implemented robust internal controls, documented operating procedures, maker-checker mechanisms, process automation, business continuity plans, and periodic internal audits to minimize operational risks. Continuous monitoring and periodic reviews enable timely identification and mitigation of operational vulnerabilities.

Fraud Risk

The Company has established a comprehensive Fraud Risk Management Framework aimed at preventing, detecting, investigating, and responding to fraud-related incidents. Appropriate preventive controls, surveillance mechanisms, employee awareness programmes, whistle-blower mechanisms, and investigation protocols have been implemented to safeguard the Company's assets, financial resources, and reputation. Any identified instances are promptly investigated, and corrective actions are taken to strengthen the control environment.

Compliance Risk

The Company maintains a strong compliance culture supported by a comprehensive compliance management framework to ensure adherence to all applicable laws, regulations, circulars, and regulatory guidelines issued by the Reserve Bank of India (RBI), the Ministry of Corporate Affairs (MCA), SEBI (where applicable), and other statutory authorities. The Compliance function continuously monitors regulatory developments and facilitates timely implementation of applicable legal and regulatory requirements across the organization.

Information Technology and Cybersecurity Risk

With increasing digitalization of financial services, the Company places significant emphasis on information security and cybersecurity. Appropriate IT governance policies, cybersecurity controls, data protection measures, access management systems, disaster recovery arrangements, and periodic vulnerability assessments have been implemented to protect the Company's information assets and ensure the confidentiality, integrity, and availability of critical business systems.

Risk Governance and Oversight

The Company's risk governance framework promotes an appropriate balance between business growth and prudent risk management. The Board of Directors, through its Committees and the senior management team, periodically reviews the Company's risk profile, risk appetite, emerging risks, and the effectiveness of mitigation measures. The risk appetite framework provides strategic guidance in evaluating business opportunities while ensuring that the Company's risk exposure remains within acceptable limits.

The Company continues to strengthen its risk management capabilities through technology-driven monitoring tools, data analytics, enhanced governance practices, and continuous improvement of internal controls. This proactive approach enables the Company to effectively respond to changing business conditions, safeguard stakeholder interests, maintain financial stability, and support sustainable long-term growth.

INTERNAL CONTROL

The Company has established an adequate and effective system of internal controls commensurate with the size, scale, nature, and complexity of its business operations. The internal control framework is designed to ensure the orderly and efficient conduct of business, safeguard the Company's assets, maintain the accuracy and reliability of financial and operational information, promote operational efficiency, and ensure compliance with applicable laws, regulations, and internal policies.

The Company has implemented a robust Internal Financial Control (IFC) framework in accordance with the provisions of **Section 134(5)(e) of the Companies Act, 2013**. The framework is intended to ensure the accuracy and completeness of accounting records, timely preparation of reliable financial statements, prevention and detection of frauds and errors, effective utilization of resources, and adherence to established policies and procedures.

The Internal Audit function provides an independent and objective assessment of the adequacy and effectiveness of the Company's internal control systems, governance processes, and risk management framework. During the financial year **2025–26**, the internal audit of the Company was carried out by **M/s. HCO & Co., Practicing Chartered Accountants,** in accordance with the internal audit plan approved by the Audit Committee.

The Internal Auditors periodically review the effectiveness of key business processes, operational controls, financial reporting systems, statutory compliances, and risk management practices. Their observations and recommendations are presented to the Audit Committee, which monitors the implementation of corrective actions by the Management. The Board believes that the existing internal control systems and internal financial controls are adequate and are operating effectively.

HEALTH, SAFETY AND BUSINESS CONTINUITY

The Company remains committed to providing a safe, healthy, and secure working environment for its employees while ensuring uninterrupted business operations. Appropriate health and workplace safety practices continue to be implemented in accordance with applicable statutory requirements and industry best practices.

The experience gained during the COVID-19 pandemic has significantly strengthened the Company's business continuity and operational resilience. The accelerated adoption of digital technologies, cloud-based infrastructure, secure remote working capabilities, and technology-enabled customer service platforms has enhanced operational efficiency, improved customer experience, and strengthened organizational agility.

The Company continues to maintain a comprehensive Business Continuity Management (BCM) framework and Disaster Recovery (DR) mechanisms to effectively respond to unforeseen disruptions arising from public health events, natural disasters, cyber incidents, technology failures, or other operational contingencies. Regular reviews and testing of business continuity plans are undertaken to ensure preparedness and operational resilience.

Recognizing the evolving business environment, the Company also continues to strengthen its cybersecurity framework, digital infrastructure, and operational risk management practices to address emerging technological and business risks. The Management remains focused on ensuring business continuity, protecting stakeholder interests, and sustaining long-term operational excellence through proactive planning and continuous improvement.

COMPLIANCE

The Company is committed to maintaining the highest standards of regulatory compliance, corporate governance, and ethical business practices. A robust compliance management framework has been established to ensure adherence to all applicable laws, regulations, guidelines, and circulars issued by the **Reserve Bank of India (RBI), the Ministry of Corporate Affairs (MCA),** and other statutory and regulatory authorities.

The Compliance function continuously monitors regulatory developments and evaluates their applicability to the Company's operations. Appropriate systems and processes are in place to facilitate timely implementation of regulatory changes and ensure the accurate and timely submission of all statutory returns, regulatory filings, and disclosures as prescribed under the applicable legal and regulatory framework.

The Company has implemented a comprehensive internal control and governance framework comprising clearly defined policies, delegated authority matrices, standard operating procedures (SOPs), and maker-checker controls across all business functions. These controls are designed to promote operational efficiency, safeguard the Company's assets, strengthen accountability, and ensure compliance with internal policies and regulatory requirements.

The effectiveness of the internal control environment and compliance framework is regularly reviewed through ongoing management oversight, internal audits, compliance reviews, and independent audits, wherever applicable. The Company also periodically evaluates its risk management processes and internal governance mechanisms to ensure that they remain aligned with the evolving regulatory landscape, business requirements, and industry best practices.

The Board and the senior management remain committed to continuously strengthening the Company's governance, compliance, and risk management practices to support sustainable growth, protect stakeholder interests, and uphold the highest standards of integrity and transparency.

HUMAN RESOURCES

The Company firmly believes that its employees are its most valuable asset and the cornerstone of its sustained growth and long-term success. It remains committed to attracting, developing, engaging, and retaining a talented workforce by fostering an inclusive, collaborative, and performance-driven work environment that supports the achievement of its strategic objectives.

The Company's Human Resource philosophy is founded on the principles of meritocracy, equal opportunity, diversity, integrity, and continuous learning. It strives to create a workplace that encourages innovation, professional excellence, and mutual respect, while ensuring a fair and transparent environment free from discrimination and bias.

The Company's human resource development initiatives are designed to:

(a) Enhance employees' technical, managerial, and functional competencies to effectively meet present and future business requirements;

(b) Encourage continuous learning, professional development, and leadership capabilities to enable employees to realize their full potential; and

(c) Foster a culture of collaboration, teamwork, knowledge sharing, and employee engagement that strengthens organizational effectiveness and promotes long-term career growth.

The Company continues to invest in learning and development through structured training programmes, digital learning platforms, leadership development initiatives, and skill enhancement programmes. Employees are encouraged to embrace innovation, adopt emerging technologies, and continuously upgrade their professional capabilities to meet the evolving demands of the financial services industry.

Employee well-being remains an important priority for the Company. Various initiatives relating to employee engagement, health and wellness, recreational activities, recognition programmes, team-building exercises, and leadership interactions are organized throughout the year to promote a positive work environment, strengthen employee morale, and reinforce a culture of collaboration and inclusiveness.

The Company continues to leverage technology to improve employee experience, strengthen internal communication, and enhance operational efficiency. Digital HR processes and collaborative platforms have enabled greater organizational agility, improved productivity, and seamless interaction across various business functions.

The Company believes in developing future leaders through succession planning, internal talent development, and merit-based career progression. Continuous performance evaluation, employee recognition, and leadership engagement help build a motivated, agile, and future-ready workforce capable of supporting the Company's long-term growth strategy.

As on 31st March, 2026, the Company had 9 employees on its rolls. The Company continues to maintain cordial industrial relations, and no material employee-related issues were reported during the financial year.

CAUTIONARY STATEMENT

This Management Discussion and Analysis Report contains certain forward-looking statements concerning the Company's business prospects, growth strategies, future plans, financial performance, operational objectives, and industry outlook. These statements are based on the Management's current expectations, assumptions, estimates, and projections regarding future events and are subject to various known and unknown risks, uncertainties, and other factors that could cause actual results to differ materially from those expressed or implied in such statements.

Factors that may influence the Company's actual performance include, among others, changes in economic conditions, regulatory and policy developments, interest rate movements, inflation, competitive pressures, technological advancements, availability of capital and skilled resources, customer preferences, geopolitical developments, and other risks associated with the Company's business operations and the NBFC industry.

The forward-looking statements contained in this Report should therefore be viewed in the context of these uncertainties and should not be regarded as a guarantee of future performance. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required under applicable laws and regulations.

This Report should be read in conjunction with the Company's audited financial statements, the accompanying notes thereto, and other sections of the Annual Report.

For and on behalf of the Board of Directors
Mega Corporation Limited

Sd/-	Sd/-
(Vikram Anand)	**(Kunal Lalani)**
Director and CFO	**Director**
DIN: 00407415	**DIN: 00002756**

Place: New Delhi
Date: 25.08.2026

Annexure-G

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V, Para C, Sub-clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members
Mega Corporation Limited
CIN: L65100DL1985PLC092375
Plot No. 38, First Floor, Okhla Industrial Estate,
Phase-III, New Delhi - 110020

have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Mega Corporation Limited having CIN: L65100DL1985PLC092375 and having registered office at 38, 1st Floor, Okhla Industrial Estate, Phase-III, South Delhi, New Delhi- 110020 (hereinafter referred to as 'the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para-C, Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications, (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), as considered necessary and explanations/ representation furnished to me by the Company & its officers, I, hereby, certify that none of the Directors on the Board of the Company as stated below has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), or any such other Statutory Authority

Details of Directors:

Sl. No.	Name of Director	Category & Designation	DIN	Date of Appointment
1.	Mr. Surendra Chhalani	Executive Director (KMP)	00002747	27/03/1998
2.	Mr. Kunal Lalani	Non - Executive Non-Independent Director	00002756	20/10/2015
3.	Ms. Anisha Anand	Non-Executive Non-Independent Director	00407509	23/06/2014
4.	Mr. Surendra Kumar Chhajer	Independent Director	00672769	28/10/2021
5.	Mr. Surendra Pagaria	Independent Director	02945040	13/08/2019
6.	Mr. Vikram Anand	Executive Director	00407415	01/02/2024
7.	Mr. Kanishkkant Dubey	Non-Executive Non-Independent Director	08900706	23/02/2026
8.	Mr. Navrtan Baid	Independent Director	00251523	25/03/2026
9.	Mr. Ashraye Lalani	Non-Executive Non-Independent Director	08371173	24/06/2026

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Vikash Gupta & Co.
(Company Secretaries)

Sd/-
CS Vikash Gupta
CP No:- 10785 ; M. No:- F9198
Peer Review Certificate No. 2097/2022
UDIN: F009198H001152054

Date: 19th August, 2026
Place: New Delhi

Annexure-H

COMPLIANCE CERTIFICATE FROM CEO & CFO

[Pursuant to Regulation 17(8) and Part B of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Board of Directors

Mega Corporation Limited
Plot No. 38, First Floor, Okhla Industrial Estate,
Phase-III, New Delhi - 110020

I Vikram Anand, Chief Financial Officer of Mega Corporation Limited to the best of my knowledge and belief, certify that:

1. I have reviewed the Balance Sheet as on 31st March, 2026, Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flow for the year then ended, and a summary of the significant accounting policies and other explanatory information of the Company, and the Board's report for the year ended 31st March, 2026 and that to the best of our knowledge and belief:

a. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statement were made, not misleading with respect to the period covered by this report.

b. The financial statements and other financial information included in this report, present in all material respect a true and fair view of the Company's affairs, the financial condition, result of operations and cash flows of the Company as at and for the period presented in this report and are in compliance with the existing accounting standards and/or applicable laws and regulation.

2. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.

3. I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. We have indicated to the Auditors and the Audit Committee:

(1) Significant changes in internal control over financial reporting during the year;

(2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

However, during the year there were no such changes and instances.

For MEGA CORPORATION LIMITED

Sd/-
(Vikram Anand)
Director and CFO
DIN: 00407415

Date: 18th August, 2026
Place: New Delhi

Annexure-I

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

[Pursuant to Regulation 34(3) and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

In Compliance with Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Vikram Anand Director & CFO of the Company, hereby declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct formulated by the Company for the financial year ended March 31, 2026 and there is no non-compliance thereof during the period under review.

For MEGA CORPORATION LIMITED

Sd/-
(Vikram Anand)
Director and CFO
DIN: 00407415

Date: 18th August, 2026
Place: New Delhi

INDEPENDENT AUDITOR'S REPORT

To,
The Board of Directors of
Mega Corporation Limited

Opinion

We have audited the accompanying standalone annual financial results (the Statement') of Mega Corporation Limited (the company) for the year ended **31st March 2026,** 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 2026.

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 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 2026, 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 Manish Pandey & Associates
Chartered Accountants
Firm Registration Number: 019807C

Sd/-
CA Devraj Lenka
Partner
M. No.: 455563
UDIN: 26455563GFIHAA9205

Place: New Delhi
Dated: 25.05.2026

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
MEGA Corporation Limited,
Plot No. 38, First Floor,
Okhla Industrial Estate, Phase-III,
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, 2026, 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, 2026, 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 mace 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 the 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.

c. We draw attention to the fact that the Company Secretary and Compliance Officer position was vacant for a part of the year and was subsequently filled within one month. The Company has complied with the applicable requirements of SEBI (LODR) Regulations, 2015. Our opinion is not modified in respect of this matter.

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.

i) 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, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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. 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, and where the remuneration exceeded the prescribed limits, the same has been approved by the shareholders through a special resolution as required under 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 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 2026.”

For Manish Pandey & Associates
Chartered Accountants
Firm Registration Number: 019807C

Sd/-
CA Devraj Lenka
Partner
M. No.: 455563
UDIN: 26455563GFIHAA9205

Place: New Delhi
Dated: 25.05.2026

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 informed to us and based on our examination of the records, the Company has intangible assets under development during the year. The Company is maintaining proper records showing the particulars of such intangible assets under development, including relevant details of capitalisation and expenses incurred thereon.

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. 26,56,10,470/-
- 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 89,25,000/-.

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, 2026 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 subclause (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) During the year, the Company has issued equity shares by way of a rights issue. As per the information and explanations provided to us, and based on our examination of the relevant records, the rights issue has been made in compliance with the provisions of Section 62 of the Companies Act, 2013. The funds raised have been used for the purposes stated in the offer document and there has been no deviation in the use of such funds.

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 in to consideration the issue, 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 Manish Pandey & Associates
Chartered Accountants
Firm Registration Number: 019807C

Sd/-
CA Devraj Lenka
Partner
M. No.: 455563
UDIN: 26455563GFIHAA9205

Place: New Delhi
Dated: 25.05.2026

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, 2026 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, 2026, 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 Manish Pandey & Associates
Chartered Accountants
Firm Registration Number: 019807C

Sd/-
CA Devraj Lenka
Partner
M. No.: 455563
UDIN: 26455563GFIHAA9205

Place: New Delhi
Dated: 25.05.2026

NOTES TO THE FINANCIAL STATEMENTS

Annexure 1 to Clause3(ix)(a) -Delay in the payment of Principal or Interest not paid on due date.

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
Borrowings (Other than Debt Securities)					
	Acure Media	7,11,047	Interest	81	has been made good during the year.
		5,01,526	Interest	11	
		12,12,573			
	Aerokeel Logistics Pvt Ltd	7,41,712	Interest	274	Default has been made good during the year.
		2,77,123	Interest	239	
		10,18,835			
	Avreo Corporation LLP(Loan)	2,11,918	Interest	274	Default has been made good during the year.
		2,14,247	Interest	182	
		2,14,247	Interest	90	
		6,40,412			
	BB & HV Pvt. Ltd.	4,08,525	Interest	95	Default has been made good during the year.
		5,76,378	Interest	3	
		7,11,627	Interest	79	
		16,96,530			
	Cash U Drive Marketing P Ltd	2,09,425	Interest	81	Default has been made good during the year.
		2,11,726	Interest	182	
		2,11,726	Interest	90	
		6,32,877			
	Crayons Advertising Limited	69,65,959	Interest	88	Default has been made good during the year.
		72,00,411	Interest	94	
		72,60,822	Interest	90	
		2,14,27,192			
	CUD Digital	3,01,048	Interest	79	has been made good during the year.
		1,91,877	Interest	23	
		4,92,925			
	Frappe Ads	4,50,138	Interest	79	Default has been made good during the year.
		3,39,549	Interest	11	
		7,89,687			
	INDICATION INSTRUMENTS LTD.	1,38,082	Interest	58	has been made good during the year.
		3,02,466	Interest	12	
		4,40,548			

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
	Mega Cabs Ltd	80,164	Interest	9	
		81,279	Interest	7	
		76,308	Interest	12	
		68,200	Interest	8	
		68,200	Interest	7	
		1,00,959	Interest	11	Default has been made good during the year.
		1,52,282	Interest	8	
		1,49,178	Interest	88	
		1,34,954	Interest	57	
		2,03,817	Interest	26	
		1,90,736	Interest	32	
		13,06,077			
	Omni Media Communications P Ltd	1,50,685	Interest	76	
		1,46,467	Interest	16	Default has been made good during the year.
		2,97,152			
	Grand Total	**2,99,54,808**			

BALANCE SHEET AS AT MARCH 31, 2026

(All amounts in lakhs unless otherwise stated)

		Notes	As at 31 March 2026	As at 31 March 2025
ASSETS				
1	**Financial Assets**			
a.	Cash and cash equivalents	3	46.67	157.63
b.	Bank Balance other than (a) above		-	-
c.	Derivatives Financial Instruments		-	-
d.	Receivables	4		
	(I) Trade Receivables		13.94	7.44
	(II) Other Receivables		-	-
e.	Loans	5	6,796.17	6,477.55
f.	Investments	6	647.68	456.24
g.	Other financial assets	7	3.65	3.41
2	**Non-Financial assets**			
a.	Inventories		-	-
b.	Current tax assets (Net)	8	42.89	42.50
c.	Deferred tax assets (Net)	9	10.75	40.46
d.	Investment Property		-	-
e.	Biological assets other than bearer plants		-	-
f.	Property, Plant and Equipment	10	198.17	237.27
g.	Capital work in Progress		-	-
h.	Intangible assets under development		33.68	1.77
i.	Goodwill		-	-
j.	Other Intangible Assets		-	-
k.	Right of use under a lease	11	37.07	42.80
l.	Net Investment in finance lease	12	43.65	43.29
m.	Other non-financials assets	13	284.73	310.54
	TOTAL ASSETS		**8,159.04**	**7,820.90**
LIABILITIES AND EQUITY				
Liabilities				
1	**Financial liabilities**			
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		1.83	-
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		21.11	5.60
c.	Debt Securities			
d.	Borrowings (Other than Debt Securities)	15	4,364.98	4,111.09
f.	Deposits			
g.	Subordinated Liabilities			
h.	Other Financial liabilities	16	153.91	141.28
2	**Non-Financial liabilities**			
a.	Current Tax liabilities (Net)		-	-
b.	Provisions	17	71.24	39.72
c.	Deferred Tax Liabilities (Net)		-	-
d.	Other Non-Financial liabilities	18	12.77	13.14
3	**Equity**			
a.	Equity share capital	19	2,000.00	2,000.00
b.	Other equity	20	1,533.19	1,510.06
	Total Liabilities and Equity		**8,159.04**	**7,820.90**

The accompanying notes are integral part of the financial statements
In terms of our report attached

For Manish Pandey & Associates	**For and on behalf of the Board of Directors**	
Chartered Accountants		
Firm Registration No. - 019807C		
Sd/-	**Sd/-**	**Sd/-**
Devraj Lenka	**Surendra Chhalani**	**Kunal Lalani**
Partner	**Director**	**Director**
M. No. - 455563	**DIN: 00002747**	**DIN: 00002756**
UDIN:	**Sd/-**	
Place: New Delhi	**Jitender**	
Date: 25/05/2026	**Company Secretary (ACS45648)**	

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2026

(All amounts in lakhs unless otherwise stated)

		Notes	Year Ended March 31, 2026	Year Ended March 31, 2025
Revenue from operations				
	(i) Interest Income	**21**	749.47	601.61
	(ii) Dividend Income	**22**	0.01	0.01
(I)	**Total Revenue from operations**		**749.47**	**601.62**
(II)	Other income	**23**	22.89	12.77
(III)	**Total income (1+2)**		**772.37**	**614.39**
Expenses				
	(i) Finance costs	**24**	404.57	419.20
	(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**	30.52	8.97
	(vi) Employee benefits expense	**26**	65.12	38.94
	(vii) Depreciation, amortisation and impairment	**27**	47.20	43.99
	(viii) Other expenses	**28**	103.62	66.55
(IV)	**Total expenses**		**651.03**	**577.65**
(V)	**Profit/(Loss) before exceptional item and tax (III - IV)**		**36.74**	**53.50**
(VI)	**Exceptional item**			
(VII)	**Profit before tax (V - VI)**		**121.34**	**36.74**
(VIII)	**Tax expense:**	**29**		
	Current tax		-	-
	Deferred tax		29.72	11.71
	Adjustment of tax relating to earlier period		-	-
	Less : MAT credit entitlement		-	-
	Total tax expense		**29.72**	**11.71**
(IX)	**Profit/(Loss) for the period from continuing operations (VII - VIII)**		**91.62**	**25.03**
(X)	**Profit/(Loss) for the period from discontinued operations**		**-**	**-**
(XI)	**Tax Expense of discontinued operations**		**-**	**-**
(XII)	**Profit/(Loss) for the period from discontinued operations after tax (X - XI)**		**-**	**-**
(XIII)	**Profit/(Loss) for the period (IX + XII)**		**91.62**	**25.03**
(XIV)	**Other comprehensive income**			
	(A) (i) Items that will not be reclassified to profit and loss			
	(a) Changes in fair valuation of equity instruments		(68.07)	73.41
	(b) Remeasurements of the defined benefit plans		(0.42)	0.49
	(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			
	Total other comprehensive income		**(68.49)**	**73.90**
	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			
	Total other comprehensive income (Net of Tax)		**-**	**-**
(XV)	**Total comprehensive income for the year (XIII + XIV)**		**23.13**	**98.93**
(XVI)	**Earnings per equity share:**			
	(Face value Rs. 1 per share)			
	- Basic and diluted (Rupees)	**30**	**0.01**	**0.08**

The accompanying notes are integral part of the financial statements

In terms of our report attached

For Manish Pandey & Associates
Chartered Accountants
Firm Registration No. - 019807C
Sd/-
Devraj Lenka
Partner
M. No. - 455563
UDIN:
Place: New Delhi
Date: 25/05/2026

For and on behalf of the Board of Directors

Sd/-	**Sd/-**
Surendra Chhalani	**Kunal Lalani**
Director	**Director**
DIN: 00002747	**DIN: 00002756**

Sd/-
Jitender
Company Secretary (ACS45648)

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2026

(All amounts in lakhs unless otherwise stated)

	PARTICULARS	As on March 31, 2026	As on March 31, 2024
1	**Cash flow from operating activities :-**		
	Profit for the year	121.34	36.75
	Adjusted for:		
	Depreciation and Amortisation expense	47.20	43.99
	(Profit/)Loss on sale of property, plant and equipment (net)	-	-
	Dividend Received (Long Term Investments)	(0.01)	(0.01)
	Balance written off	-	7.65
	Right Expenses	-	(34.45)
	Operating Profit / (loss) before working capital changes	**168.53**	**53.93**
	Changes in Assets and Liabilities		
	Adjusted for:		
	(Increase)/ Decrease in trade receivables	(6.50)	(7.44)
	(Increase)/ Decrease in loans	(318.61)	(2,250.07)
	(Increase)/ Decrease in tax assets	-	(18.29)
	(Increase)/Decrease in Right to use assets	5.73	(11.66)
	(Increase)/Decrease in Net Investment in finance lease	(0.36)	70.19
	(Increase)/ Decrease in other financial assets	(0.24)	(1.78)
	(Increase)/ Decrease in other non financial assets	25.42	146.73
	Increase/ (Decrease) in trade payables	17.34	4.02
	Increase/ (Decrease) in other liabilities	-	-
	Increase/ (Decrease) in Other Financial liabilities	12.63	(156.61)
	Increase/ (Decrease) in Other Non Financial liabilities	(0.37)	4.79
	Increase/ (Decrease) in provisions	31.09	11.29
	Cash generated from operations	**(65.34)**	**(2,154.90)**
	Add: Amount received on merger of subsidiary company		
	Less : Taxation paid /refund (net off)	-	-
	Net cash from operating activities	**(65.34)**	**(2,154.90)**
2	**Cash flow from Investing activities**		
	Purchase of fixed assets	(8.10)	(23.26)
	Intangiable Assets - (Development in Progress)	(31.91)	(1.77)
	Purchase/Saleof Investments	(259.51)	(103.41)
	Unrealised (Gain)/loss on fair valuation of financial instruments	-	-
	Sale ofinvestment (net of profit)	-	-
	Sale of fixed assets	-	-
	Dividend received	0.01	0.01
	Net cash used in investing activities	**(299.51)**	**(128.44)**
3	**Cash flow from financing activities**		
	Proceeds from short-term borrowings	253.89	1,198.67
	Proceeds from Issue of Right Shares	-	1,000.00
	Net cash used in financing activities	**253.89**	**2,198.67**
	Net (Increase/ Decrease) in Cash and Cash Equivalents	(110.96)	(84.66)
	Cash and cash equivalent at the beginning of the year	157.63	242.29
	Cash and cash equivalent at the end of the year	**46.68**	**157.63**

The accompanying notes are integral part of the financial statements

For Manish Pandey & Associates
Chartered Accountants
Firm Registration No. - 019807C
Sd/-
Devraj Lenka
Partner
M. No. - 455563
UDIN:
Place: New Delhi
Date: 25/05/2026

For and on behalf of the Board of Directors

Sd/-	Sd/-
Surendra Chhalani	**Kunal Lalani**
Director	**Director**
DIN: 00002747	**DIN: 00002756**

Sd/-
Jitender
Company Secretary (ACS45648)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2026

(All amounts in lakhs unless otherwise stated)

a. Equity Share Capital

Balance as at March 31, 2025	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the cuurent reporting period	Changes in equity share capital during the year	Balance as at March 31, 2026
20,00,00,000	-	-	-	**20,00,00,000**

Balance as at March 31, 2024	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the cuurent reporting period	Changes in equity share capital during the year	Balance as at March 31, 2025
10,00,00,000	-	-	10,00,00,000.00	**20,00,00,000**

b. Other Equity

Particulars	Reserves and surplus		
	Retained earnings	Reserve Fund as per RBI Act	Total Other Equity
Balance as at March 31, 2024	**1,411.50**	**34.08**	**1,445.58**
Profit for the year	25.03	-	25.03
Other comprehensive income	73.41	-	73.41
	98.44	**-**	**98.44**
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	(5.01)	5.01	-
Amount of MAT credit lapsed due to opting for section 115BAA under Income Tax act 1956	(34.45)	-	(34.45)
Balance as at March 31, 2025	**1,470.48**	**39.09**	**1,509.57**
Profit for the year	91.62	-	91.62
Other comprehensive income	(68.49)	-	(68.49)
	23.13	**-**	**23.13**
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	-	-	-
Amount of MAT credit lapsed due to opting for section 115BAA under Income Tax act 1956	-	-	-
Right Issue Expenses	-	-	-
Balance as at March 31, 2026	**1,493.61**	**39.09**	**1,532.69**

The accompanying notes are integral part of the financial statements

In terms of our report attached

For Manish Pandey & Associates
Chartered Accountants
Firm Registration No. - 019807C
Sd/-
Devraj Lenka
Partner
M. No. - 455563
UDIN:
Place: New Delhi
Date: 25/05/2026

For and on behalf of the Board of Directors

Sd/-
Surendra Chhalani
Director
DIN: 00002747

Sd/-
Kunal Lalani
Director
DIN: 00002756

Sd/-
Jitender
Company Secretary (ACS45648)

(All amounts in lakhs unless otherwise stated)

		As at March 31, 2026	As at March 31, 2025
3.	**Cash and cash equivalents**		
	a. Balance with banks - in current accounts	41.74	150.52
	b. Cash on hand	4.94	7.11
	c. Cheques, Drafts on hand	-	-
	Cash and cash equivalents as per balance sheet	**46.67**	**157.63**
	Cash and cash equivalents as per statements of cash flows	**46.67**	**157.63**
4.	**Receivables**		
	(Unsecured)		
	Trade receivables		
	a. Considered good	13.94	7.44
	b. Considered doubtful	-	-
		13.94	**7.44**
	Less: Allowance for doubtful debts (expected credit loss allowances)	-	-
		13.94	7.44
	Age of receivables		
	Within the credit period	-	-
	Others	13.94	7.44
	Total	**13.94**	**7.44**
4.1	**Trade Receivables outstanding ageing schedule. (As Annexed)**		
5.	**Loans**		
	Loans repayable on Demand		
	A. At amortised cost		
	Loans to related parties	3.32	48.87
	Less: Impairment loss allowance	-	-
		3.32	**48.87**
	B. At amortised cost		
	Loan to Other Entities	6,792.84	6,428.68
	Less: Impairment loss allowance	-	-
		6,792.84	**6,428.68**
	Total	**6,796.17**	**6,477.55**
	C. Out of the Above		
	Loans in India		
	-Others	6,796.17	6,477.55
	Less: Impairment loss allowance	-	-
	Loans outside India		
	-Others	-	-
	Less: Impairment loss allowance	-	-
	Total net loans at amortised cost	**6,796.17**	**6,477.55**
5.1	**Loans Disclosure Schedule. (As Annexed)**		

(All amounts in lakhs unless otherwise stated)

	As at March 31, 2026	As at March 31, 2025
6. Investments		
Investments in Equity Instruments (Quoted, fully paid up) At fair value through other comprehensive income		
Held for Trading	124.26	86.51
	124.26	**86.51**
Investments in Equity Instruments (Unquoted, fully paid up)		
(A) At fair value through other comprehensive income		
a. Mediaware Infotech Private Ltd.* C.Y. 62000 Shares of Face Value Rs. 10 each (P.Y. 62000 Shares of Face Value Rs. 10 each)	58.78	55.01
b. Britonna Hotel & Yatch Club Pvt. Ltd.* C.Y. 2132319 Shares of Face Value Rs. 10 each (P.Y. 1132319 Shares of Face Value Rs. 10 each)	169.69	299.04
c. BB & HV Private Limited*	279.26	-
	507.73	**354.05**
	632.00	**440.56**

#The investments in certain unquoted equity instruments which are held for medium or long-term strategic purpose and are not held for trading. Upon the application of Ind AS 109, the Company has chosen to designate these investments in equity instruments as at FVTOCI as the management believe that this provides a more meaningful presentation for medium or long-term strategic investments, than reflecting changes in fair value in profit or loss.

During the year ended 31 March 2025, the Company has recorded a fair valuation Loss of ₹ 91.41 Lakhs in other comprehensive income (31 March 2024 : ₹ 2.04Lakhs) on account of fair valuation of investments measured through other comprehensive income.

***Note:** Fair Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The company has used audited financial statement as on 31 march 2025 as base for deriving fair value of investment in unquoted shares.

	As at March 31, 2026	As at March 31, 2025
(B) Other Investments		
Acrylicon Canvas Paintings	15.68	15.68
	15.68	**15.68**
Out of above		
In India	647.68	456.24
Outside India	-	-
	647.68	**456.24**
6.1 Disclosure of Investments (As Annexed)		
7. Other financial assets		
a. Security deposits	3.53	3.41
b. Advance to staff	0.12	-
Total	**3.65**	**3.41**
8. Current tax assets		
i. Current tax assets		
a. Advance tax/TDS (Net of Provision) Current Year only	42.89	42.50
Current Tax Assets (Net)	**42.89**	**42.50**

(All amounts in lakhs unless otherwise stated)

9. Deferred tax assets (Net)

The following is the analysis of deferred tax assets/(liabilities) in the Balance Sheet.

	As at 31 March 2026	As at March 31, 2025
a. Deferred tax assets	56.55	112.97
b. Deferred tax liabilities	(45.80)	(72.50)
Total	**10.75**	**40.46**

2025-26		Opening Balance	Recognised in Profit or loss	Closing balance
Deferred tax assets in relation to				
Property, plant and equipment		(51.69)	9.07	(42.62)
Fair valuation of investments		4.53	12.60	17.13
Lease Assets		(10.77)	1.44	(9.33)
Net Investment in Finance Lease		(14.57)	3.58	(10.98)
	(A)	**(72.50)**	**26.70**	**(45.80)**
Deferred tax assets				
Lease Liabilities		18.88	1.44	20.32
Employee benefits		3.48	0.25	3.73
Unabsorbed depreciation		90.61	(58.10)	32.51
Brought forward loss		-	-	-
	(B)	**112.97**	**(56.42)**	**56.55**
		40.46	**(29.72)**	**10.75**

Deferred tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing taxation laws.

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in lakhs unless otherwise stated)

10: Property, plant and equipment

	As at March 31, 2026	As at March 31, 2025
Carrying amounts of :		
Air Craft- Commercial	180.05	215.03
Furniture & Fixtures	0.71	0.54
Office Equipment	0.42	0.01
Computer	2.02	1.49
Vehicles	14.97	20.21
	198.18	**237.27**
Capital work-in-progress	-	-
Total	**198.18**	**237.27**
Intangiable Under Development	33.68	1.77
	231.86	**239.04**

Particulars	Air Craft- Commercial	Furniture & Fixtures	Office Equipment	Computer	Vehicles	Total
Balance at April 1, 2023	**284.97**	**0.31**	**0.03**	**0.16**	**8.74**	**294.21**
Additions	-	0.58	-	1.04	-	**1.62**
Disposals	-	-	-	-	-	**-**
Depreciation expense	34.97	0.17	0.01	0.41	2.26	**37.83**
Balance at March 31, 2024	**250.00**	**0.73**	**0.01**	**0.79**	**6.47**	**258.00**
Additions				1.46	17.96	**19.41**
Disposals						**-**
Depreciation expense	34.97	0.19	0.01	0.75	4.22	**40.14**
Balance at March 31, 2025	**215.03**	**0.54**	**0.01**	**1.49**	**20.21**	**237.27**
Additions	-	0.31	0.61	1.45	-	2.37
Disposals						**-**
Depreciation expense	34.97	0.14	0.19	0.93	5.23	**41.46**
Balance at March 31, 2026	**180.05**	**0.71**	**0.42**	**2.02**	**14.97**	**198.18**

(All amounts in lakhs unless otherwise stated)

11. Right-of-use assets *

The Company has lease contract for commercial Building ranging up to 9 years.The Company doesn't have leases of premises with lease terms of 12 months or less and with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Particulars	Building	Total
Gross carrying value		
As at 31 March 2024	**32.98**	**32.98**
Additions	-	-
Disposals	-	-
Adjustment	-	-
As at 31 March 2025	**32.98**	**32.98**
As at 31 March 2024	**32.98**	**32.98**
Additions	-	-
Disposals	-	-
Adjustment	-	-
As at 30 June 2025	**32.98**	**32.98**
Accumulated depreciation		
As at 31 March 2024	**1.83**	**1.83**
Depreciation for the year	3.85	3.85
Disposals	-	-
Adjustment	-15.50	-15.50
As at 31 March 2025	**-9.83**	**-9.83**
Depreciation for the year	5.73	5.73
Disposals	-	-
Adjustment	0.00	-
As at 31 March 2025	**-4.10**	**-4.10**
Net carrying value		
As at 31 March 2025	**42.80**	**42.80**
As at 31 March 2026	**37.07**	**37.07**

(i) All the title deeds of immovable property related to right of use assets are in the name of the Company.

The movement in lease liabilities is as follows :

Particulars	Building	Total
As at 01 April 2024		
Additions	-	-
Add: Addition during the year	-	-
Add: Finance cost accrued during the year	14.50	14.50
Less: Payments of lease liabilities during the year	(21.12)	(21.12)
Less: Gain on foreclosure of lease	-	-
Reversal	52.17	52.17
Balance as at 31 March 2025	**86.09**	**86.09**
Additions	-	-
Add: Addition during the year		-
Add: Finance cost accrued during the year	9.21	9.21
Less: Payments of lease liabilities during the year	(14.58)	(14.58)
Less: Gain on foreclosure of lease	-	-
Reversal	-52.17	-52.17
Balance as at 31 March 2026	**80.72**	**80.72**

The weighted average incremental borrowing rate is 11%

(All amounts in lakhs unless otherwise stated)

Particulars	31 March 2026	31 March 2025
Current lease liabilities	6.76	13.74
Non-current lease liabilities	73.96	72.35
Total lease liability	**80.72**	**86.09**

The following are the amounts recognised in statement of profit and loss:

Particulars	FY 2025-26	FY 2024-25
Depreciation expense on right-of-use assets	5.73	3.85
Interest expense on lease liabilities	9.21	14.32
Total	**14.94**	**18.17**

12. Net investment in Finance Lease *

During the year the company recnegotiated and existing lease arrangement pertaining to a commercial building resulting in a reduction of leased space, the modification has been accounted for as a partial termination under Ind AS -116 leases. In accordance with para Ind As 116 the lease liability and corrosponding right of use asset has been remesaured on the date of modification to reflect the revised leased payment and reduction scope.

Nature of Modifications -

a) Original Leased area 4750 Sqft.

b) Reduced area post modification 2375 Sqft.

c) Effecive date of modification - 01/03/2025.

Particulars	As at 31 March 2026	As at 31 March 2025
Gross investment in lease	65.86	65.86
Less: Unearned Finance Income	(22.22)	(22.58)
Net Investment in Lease	**43.64**	**43.28**

Maturity Analysis of Lease Payments:

Particulars	As at 31 March 2026	As at 31 March 2025
Less than one year	15.05	15.05
Between one and five years	46.73	31.68
Over five years	4.08	19.13
Total Gross Investment in Lease	**65.86**	**65.86**

Changes in Net Investment in Lease:

Particulars	As at 31 March 2026	As at 31 March 2025
Net Investment in Lease at the As at 31 March 2024	**43.28**	**113.48**
Add: New leases entered into during the year		-
Less: Lease payments received during the year	7.32	15.05
Add: Interest income accrued during the year	7.68	10.98
Less: Lease Modification Adjustment	-	66.13
Net Investment in Lease at the end of the year	**43.64**	**43.28**

(All amounts in lakhs unless otherwise stated)

	As at March 31, 2026	As at March 31, 2025
13. Other Non-Financial assets		
13.1 Other Non-Financial assets - Current		
a. Prepaid expenses	0.53	0.04
b. Other Advances	-	30.67
b. GST Credit	9.21	4.85
Total	**9.74**	**35.55**
13.2 Other Non-Financial assets - Non Current		
a. Capital advances	-	-
b. Customs Duty deposit under protest	236.82	236.82
c. Insurance claim receivable	-	-
d. Income Tax refundable*	38.17	38.17
Total	**274.99**	**274.99**
Total	**284.73**	**310.54**
***Year wise break up of Income Tax Refund**		
Other TDS		
FY 2019-20 (AY 2020-21)	3.78	3.78
FY 2020-21 (AY 2021-22)	15.73	15.73
FY 2021-22 (AY 2022-23)	18.66	18.66
Total	**38.17**	**38.17**
14.1(I) Trade payables		
a. Total outstanding dues of micro enterprises and small enterprises	-	-
b. Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
Total	**-**	**-**
14.2(II) Other payables		
a. Total outstanding dues of micro enterprises and small enterprises	1.83	-
b. Total outstanding dues of creditors other than micro enterprises and small enterprises	21.11	6.60
Total	**22.94**	**5.60**

***Disclosure required under section 22 of the Micro small and Medium enterprises Development Act, 2006 are as below:**

a) Dues remaining unpaid as at March 31		
- Principal	-	-
- Interest on the above	-	-
b) Interest paid in terms of Sec 16 of the Act, alongwith the amount of payment made to the supplier beyond the appointed day during the year.		
- Principal paid beyond the appointed date	-	-
- Interest paid in terms of section 16 of the Act.	-	-
c) Amount of interest due and payable for the period of delay on payments made beyond the appointed date during the year.	-	-
d) Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises.	-	-
e) Amount of interest accrued and remaining unpaid as at March 31.	-	-
Dues to Micro and small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		

(All amounts in lakhs unless otherwise stated)

	As at March 31, 2026	As at March 31, 2025
14.3 Trade Payables outstanding ageing schedule. (As Annexed)		
15. Borrowings (Other than Debt Securities)		
A Secured Loans		
a. Loans from Bank - Secured Loans (Against the hypothecation of vehicle)	12.08	19.48
B Unsecured Loans		
a. Loans from related parties	4,078.86	2,965.06
b. Loans from other parties	200.08	1,054.20
C Lease liabiliities (Refer note no. 11)	73.96	72.35
Total	**4,364.98**	**4,111.09**
15.1 Classification of Borrowings (As Annexed)		
16. Other Financial liabilities		
Employees Dues	5.38	4.05
Security Deposits	141.78	123.49
Lease liabiliities (Refer note no. 11)	6.76	13.74
Current Maturity of Loan	**-**	**-**
Loans from Bank - Secured Loans	-	-
Total	**153.91**	**141.28**
17. Provisions		
17.1 Provision - Non Current		
a. Provision for employee benefits		
- Gratuity (Non - Current)	3.60	3.13
- Leave Encashment (Non- Current)	0.62	0.98
b. Provision against standard assets	56.43	25.91
c. Provision against sub-standard/Doubful/Loss assets	-	-
Total	**60.65**	**30.02**
17.2 Provision - Current		
Provision for employee benefits		
- Gratuity (current)	9.97	8.91
- Leave Encashment (Current)	0.62	0.80
	10.59	**9.71**
Total	**71.24**	**39.72**
18. Other Non Financial liabilities		
GST Payable	-	(0.47)
TDS Payable	10.85	10.46
EPF payable	0.36	0.23
ESIC payable	0.01	0.01
Expenses Payable	1.55	2.91
Total	**12.77**	**13.14**

(All amounts in lakhs unless otherwise stated)

	As at March 31, 2026		As at March 31, 2025	
	Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)
19. Equity share capital				
(a) Authorised share capital				
Equity shares of Rs. 1 (Previous year Rs. 1) each with voting rights	4,000.00	4,000.00	4,000.00	4,000.00
(b) Issued, subscribed and fully paid up				
Equity shares of Rs. 1 (Previous year Rs. 1) each with voting rights	2,000.00	-	2,000.00	2,000.00
(c) Subscribed and fully paid up				
Equity shares of Rs. 1 (Previous year Rs. 1) each with voting rights	2,000.00	-	2,000.00	2,000.00
Total Equity Share Capital {c+d}	**2,000.00**	**2,000.00**	**1,000.00**	**1,000.00**

a) Terms / rights attached to equity shares

(i) The Company has only one class of equity shares having a par value of Rs. 1per share. Each holder of equity share is entitled to one vote per share.

(ii) In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) The Company has issue 10,00,00,000 equity share @ Rs. 1 in cash alloted on the basis of board resolution No-5dated 23/01/2025.

b) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period :

	Year ended March 31, 2026	
Particulars	**Number of shares**	**Amount (Rs.)**
Shares outstanding at the beginning of the year	2,000.00	2,000.00
Shares issued during the year	-	-
Shares outstanding at the end of the year	**2,000.00**	**2,000.00**

	Year ended March 31, 2025	
Particulars	**Number of shares**	**Amount (Rs.)**
Shares outstanding at the beginning of the year	1,000.00	1,000.00
Shares issued during the year	1,000.00	1,000.00
Shares outstanding at the end of the year	**2,000.00**	**2,000.00**

(iii) Subsrcibed but not Fully paid equity shares

	Year ended March 31, 2025	
Particulars	**Number of shares**	**Amount (Rs.)**
Shares outstanding at the beginning of the year		
Add: Calls in Received		
Less: Partly paid up shares converted into fully paid up shares		
Shares outstanding at the end of the year	**-**	**-**

(iv) Details of shares held by each shareholder holding more than 5% shares:

	Year ended March 31, 2026	
Class of shares / Name of shareholder	**Number of shares held**	**% Holding**
Equity shares with voting rights		
Vimi Investments & Finance Pvt. Ltd.	1,085.61	54.28%
Kunal Lalani	201.45	10.07%

	Year ended March 31, 2025	
Class of shares / Name of shareholder	**Number of shares held**	**% Holding**
Equity shares with voting rights		
Vimi Investments & Finance Pvt. Ltd.	1,085.61	54.28%
Kunal Lalani	201.45	10.07%

19.1 Details of Shareholding of Promoters (As Annexed)

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in lakhs unless otherwise stated)

		As at March 31, 2026	As at March 31, 2025
20.	**Other equity**		
	Retained earnings	1,494.10	1,470.97
	Statutory Reserve	39.09	39.09
	Total	**1,533.19**	**1,510.06**
20.1	**Retained earnings**		
	i. Balance at the beginning of the year	1,470.97	1,411.50
	ii. Adjustment due to IND AS applicability	-	-
	iii Add: Profit for the year	91.62	25.03
	iii. Item of other comprehensive income recognised directly in retained earnings	(68.49)	73.90
		1,494.10	**1,510.43**
	iv Less: Amount transferred to statutory reserve @ 20% out of current year profits	-	5.01
	v Less: Amount of loss transferred from Mega Airways Limited on merger with the Company	-	-
	vi Less: Amount of MAT credit lapsed due to opting for section 115BAA under Income Tax Act 1956	-	-
	vii Less - Right Issue Expenses	-	34.45
		-	**39.46**
	Balance at the end of the year	**1,494.10**	**1,470.97**
20.2	**Statutory Reserve**		
	Reserve fund in terms of Section 45I C(1) of the Reserve Bank of India Act, 1934		
	i. **Balance at the beginning of the year**	39.09	34.09
	ii. Add: Transferred from Surplus (20% for current period)	-	5.01
	iii. **Balance at the end of the year**	**39.09**	**39.09**

20.3 Other Equity (As Annexed)

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in lakhs unless otherwise stated)

		As at March 31, 2026	As at March 31, 2025
21.	**Interest Income**		
	Interest on loans and advances (Net)	749.47	601.61
	Total	**749.47**	**601.61**
21.1	**Interest Income disclosure (As Annexed)**		
22	**Dividend Income**		
	Dividend Received	0.01	0.01
	Total	**0.01**	**0.01**
23	**Other income**		
	Interest income from Fixed Deposits	-	0.32
	Processing fees Income	5.61	3.16
	Fees & Subscripttion Income		0.02
	Income from Supply of Services	13.34	-
	Interest income from security deposit	0.12	0.13
	Interest income on income tax refund	2.18	0.85
	Profit on sale of Securities	0.03	4.42
	Rental Income	-	
	Miscellaneous income	1.62	3.87
	Total	**22.89**	**12.77**
24	**Finance costs**		
	On financial liabilities measured at amortised cost	395.36	404.88
	On lease liabilities	9.21	14.32
	Total	**404.57**	**419.20**
24.1	**Disclosure of Finance Costs (As Annexed)**		
25	**Impairment on financial instruments**		
	Provision for Standard Assets	30.52	8.97
	Provision for impairment of investment valued at fair value	-	-
	Total	**30.52**	**8.97**

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in lakhs unless otherwise stated)

		As at March 31, 2026	As at March 31, 2025
26.	**Employee benefits expense**		
	Salaries and wages	53.60	28.53
	Director's Remuneration	9.53	8.76
	Gratuity	1.11	1.49
	Staff Welfare	0.88	0.16
	Total	**65.12**	**38.94**
27.	**Depreciation and amortisation expenses**		
	related to		
	- Property, plant & equipment	41.47	40.44
	- Right-of-use assets	5.73	3.55
		47.20	**43.99**
28.	**Other expenses**		
	Legal and professional charges	28.52	32.12
	Auditor's remuneration (Refer Note (i) below)	1.50	1.96
	Advertisement	2.57	0.93
	Business Promotion Expenses	8.01	-
	Balance written off	-	7.65
	Insurance	0.24	0.28
	Printing & Stationery	0.84	0.27
	Books & Periodocals	0.12	0.12
	Telephone Expenses	0.63	0.17
	Vehicle Running & Maintenance	3.15	2.86
	Fee & Subscription	4.79	2.83
	Rate, fee and taxes	3.47	3.56
	General Expenses	1.62	2.17
	Conveyance Expenses	0.79	0.42
	Travelling Expenses:	-	-
	- Foreign Expense	-	-
	- Domestic Expense	1.12	0.45
	Bank charges	0.16	0.15
	Service Charges	37.26	2.85
	Power & Fuel	1.38	-
	Meeting Expenses	1.35	2.12
	Indirect Tax Expenses	4.18	5.00
	Repair & Maintenance - Other	1.94	0.62
	Statutory Interest, Late Fees & Penalty	0.00	0.03
	Total	**103.62**	**66.55**
Note			
i.	Payment to auditors comprises		
	A. To Auditors		
	(a) for Statutory audit (excluding GST)	1.50	1.56
	(b) for Certification & Other Services (excluding GST)	-	0.40
		1.50	**1.96**

(All amounts in lakhs unless otherwise stated)

29 Income taxes

29.1 Income taxes recognised in profit and loss

	Year Ended March 31, 2026	Year Ended March 31, 2025
Current tax		
In respect of the current year	-	-
Mat Credit Entitlement for Current Year	-	-
	-	-
Deferred tax		
In respect of the current year	29.72	11.71
Adjustments to deferred tax attributable to changes in tax laws	-	-
	29.72	**11.71**
Total income tax expense recognised in the current year	**29.72**	**11.71**

The income tax expense for the year can be reconciled to the accounting profit as follows:

	Year Ended March 31, 2026	Year Ended March 31, 2025
Profit before tax	**121.34**	**36.74**
Statutory Income tax	25.17%	25.17%
Tax at Indian statutory income tax rate	30.54	9.25
Add: Effect of expenses that are not deductible in determining taxable profit	18.05	10.08
Effect of tax expenses for prior years	-	-
Tax effect on various other Items	(48.59)	(19.33)
Income tax expense recognised in profit or loss	-	-
Effective tax Rate	-	-

30 Earnings per share

Basic earnings per equity share has been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

	Particulars	Units	Year Ended March 31, 2026	Year Ended March 31, 2025
a.	Profit for the year		23.13	98.93
b.	Weighted average number of equity shares used in computing the basic and diluted earnings per share	No. of shares (In lakhs)	2,000.00	1,186.30
c.	Earnings per share basic and diluted		0.01	0.08

31 Contingent liabilities

	Particulars	As at March 31, 2026	As at March 31, 2025
a.	Claims against the Company not acknowledged as debts		
	- Customs Duty*	286.96	286.96
	- Penalty*	30.00	30.00
	- Fine*	250.00	250.00
	Total	**566.96**	**566.96**
	Less: paid under protest	236.82	236.82
	Net Liability	**330.14**	**330.14**

Note:

*The Company has deposited a sum of Rs. 236.82 Lacs out of the above as additional Custom Duty on Import of Aircraft in FY 2007-08. Though the Company had disputed the said demand but had deposited the said amount in FY 2008-09 under protest to safeguard its business interest. The matter is still pending for disposal before the Customs Authorities. The Company has been advised that the contention of the Customs Authorities is not tenable hence there shall be no liability for payment of additional customs duty. The order sheet dated 24/02/2023 states that this case involves the question of competence of DRI to issue the show cause notice, which issue is pending before the Hon'ble Supreme Court. Therefore, the case will list on 10th September, 2025.

a.	Claims against the Company not acknowledged as debts		
	- Input Tax Credit Reversal under DGST Act 2017 *	9.53	9.53
	- Interest*	9.53	9.53
	- Penalty*	0.95	0.95
	Total	**20.01**	**20.01**
	Less: Pre-deposit for Appeal	0.95	0.95
	Net Liability	**19.05**	**19.05**

Note:

The Company has deposited a sum of Rs. 0.95 Lacs as a pre-deposit amount required for filing an appeal before the Appellate Authority regarding the GST demand for the FY 2017-18 assessment. Although the Company has disputed the demand, it deposited the said amount in FY 2023-24 under protest to safeguard its business interests. The matter is still pending disposal before the Appellate Authorities. The Company has received expert advice that the Sales Tax Officer's contention is not tenable, and therefore, there should be no liability for the GST demand arising from the reversal of input tax credit claimed in FY 2017-18. The order sheet dated 20/12/2023 indicates that the case involves issues of fact not considered by the Sales Tax Officer before issuing the show cause notice. This issue is currently pending before the Appellate Authority.

(All amounts in lakhs unless otherwise stated)

32 Commitments

Particulars	As at March 31, 2026	As at March 31, 2025
a. Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	-	-
b. The Company did not have any long term commitments/ contracts including derivative contracts for which there were any material foreseeable losses.		
c. There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.		

33 Disclosure as per Ind AS 24 'Related Party Disclosures

The Company's material related party transactions and outstanding balances are with whom the Company routinely enters into transactions in the ordinary course of business.

A. Name of the related parties and nature of relationship (With whom the Company has transactions during the year):

Related party transactions

Details of related parties:

Description of relationship	Names of related parties
Key Management Personnel	(i) Mr. Surendra Chhalani –Director
	(ii) Mr. Kunal Lalani –Director
	(iii) Mr. Surendra Kumar Chhajer– Director
	(iv) Mr. Surendra Kumar Pagaria –Director
	(v) Mrs. Anisha Anand – Whole Time Director
	(vi) Mr. Vikram Anand – Additional Director (appointed w.e.f. 01.02.2024)
	(vii) Mr. Lokesh Kumar Sethia –Director (resigned w.e.f. 01.02.2024)
	(viii) Mrs. Krashmee Bhartiya – Company Secretary (resigned w.e.f 14.02.2025)
	(ix) Mr Sarshwat Chaudhary - Company Secretary (Appointed w.e.f. 12.03.2025)
Relative of Key Management Personnel with whom transaction have taken place	-
Entities with management personnel and their relative are able to exercise significant influence - where transaction have taken place during the year	(i) Crayons Advertising Limited
	(ii) All White Communications LLP
	(iii) Anand Power Private Limited
	(iv) Mega Cabs Limited
	(v) BB & HV Private Limited
	(vi) Sanya Resorts & Hospitality Private Limited
	(vii) Ultraviolet Digital Solutions LLP
	(viii) Vimi Investments and Finance Private Limited
	(ix) Omni Media Communications Private Limited
	(x) Bengaluru Megacabs Private Limited
	(xi) Britonna Hotel and Yacht Club Private Limited
	(xii) Indication Instrument Limited

(All amounts in lakhs unless otherwise stated)

Note: Related parties have been identified by the Management.

Details of related party transactions during the year :

NAME OF PARTY	Nature of transactions	Year ended March 31, 2026	Year ended March 31, 2025
Kunal Lalani	Loan taken	135.00	
	Loan Repaid	20.00	
	Interest Paid	1.28	
Surendra Chhalani	Salary paid	9.53	9.07
Shaswat Choudhary	Salary paid	6.27	0.61
Krashmee Bhartiya	Salary paid	-	4.95
Anand Power Private Limited	Loan taken	-	20.00
	Loan repaid	-	40.00
	Interest Paid	-	0.41
	Loan given	-	7.00
	Loan received back	-	7.00
	Interest Received	-	0.16
Bengaluru Megacabs Private Limited	Loan given	56.75	58.75
	Loan received back	91.25	35.25
	Interest Paid	-	-
	Interest Received	1.78	1.98
	Supply of Services	0.50	
	Software Maintenance	0.07	0.12
Crayons Advertising Limited	Loan given	-	-
	Loan received back	-	-
	Interest Received	-	-
	Loan taken	1,550.00	800.00
	Loan repaid	350.00	820.00
	Interest Paid	291.40	234.84
	Service Received	0.83	
	Service Provided	12.54	
	Fees & Subscription Income	-	0.02
INDICATION INSTRUMENTS LTD.	Loan taken	200.00	-
	Loan Repaid	-	-
	Interest Paid	7.30	-
All White Communications LLP	Loan given	-	-
	Loan received back	-	-
	Interest Received	-	-
	Loan taken	-	-
	Loan Repaid	-	100.00
	Interest Paid	-	0.43
Mega Cabs Ltd	Loan taken	422.75	357.00
	Loan repaid	151.24	816.00
	Interest Paid	15.68	44.18
	Supply of Services	0.54	
	CAM & Electricity	3.18	0.15
BB & HV Pvt Ltd	Loan taken	956.50	1,755.00
	Loan repaid	1,866.50	1,269.78
	Interest Paid	21.51	9.82
	Loan given	-	425.00
	Loan received back	-	425.00
	Interest Received	-	0.22
Sanya Resorts & Hospitality P. Limited	Loan taken	-	-
	Loan repaid	-	-
	Interest Paid	-	-
	Loan given	2.50	-
	Loan received back	12.50	53.50
	Interest Received	0.60	6.42

(All amounts in lakhs unless otherwise stated)

NAME OF PARTY	Nature of transactions	Year ended March 31, 2026	Year ended March 31, 2025
Ultraviolet Digital Solutions LLP	Loan taken	250.00	-
	Loan repaid	-	-
	Interest Paid	1.62	-
Ecotec Developers Pvt Ltd. (Loan)	Loan taken	-	25.00
	Loan repaid	-	25.00
	Interest Paid	-	1.54
Vimi Investment and Finance Pvt Ltd	Loan taken	-	455.00
	Loan repaid	-	455.00
	Interest Paid	-	6.45
Omni Media Communications P Ltd	Loan given	30.00	105.00
	Loan received back	30.00	105.00
	Interest Received	0.13	0.81
	Advertising & Right Issue Exp.	-	2.34
	Rental & Common Area Income	5.39	6.64
	Loan taken	100.00	-
	Loan repaid	100.00	75.00
	Interest Paid	2.97	0.93
Britonna Hotel & Yacht Club Pvt Ltd	Loan taken	-	970.00
	Loan repaid	-	970.00
	Loan given	-	64.00
	Loan received back	-	574.00
	Interest Paid	-	22.68
	Interest Received	-	24.65
Crayons Academy for Skills Excellence LLP	Loan given	-	-
	Loan received back	-	-
	Interest Received	-	-
	Advertising & Right Issue Exp.	-	-
	Rental & Common Area Income	2.52	10.55
T M L Investments P Ltd	Loan taken	-	100.00
	Loan repaid	-	100.00
	Interest Paid	-	1.04

Outstanding balance of related parties

Name of Party	Nature of Balance	Year ended March 31, 2026	Year ended March 31, 2025
Surendra Chhalani	Salary Payable	0.78	0.73
Krashmee Bhartiya	Salary Payable	-	-
Shaswat Chaudhary	Salary Payable	-	0.59
All White Communications LLP	Loan Payable	-	-
Crayons Advertising Ltd	Loan Payable	3,119.41	1,956.06
Crayons Advertising Ltd	Sundry Debtors	4.85	-
Omni Media Commumication Pvt Ltd	Sundry Creditors	0.21	-
Omni Media Commumication Pvt Ltd	Loan Payable	-	-
INDICATION INSTRUMENTS LTD.	Loan Payable	202.60	-
Anand Power Private Limited	Loan Payable	-	-
Mega Cabs Ltd	Loan Payable	372.58	97.82
Mega Cabs Ltd	Sundry Creditors	1.62	0.18
Mega Cabs Ltd	Sundry Debtors	0.35	0.18
BB & HV Pvt Ltd	Loan Payable	-	911.19
Sanya Resorts & Hospitality P. Limited	Loan Receivable	3.32	12.79
Ultraviolet Digital Solutions LLP	Loan Payable	251.46	-
Britonna Hotel & Yatch Club P Limited	Loan Receivable	-	-
Bengaluru Megacabs Private Limited	Loan Receivable	0.59	36.09
Crayons Academy for Skills Excellence LLP	Receivable	3.39	7.44

(All amounts in lakhs unless otherwise stated)

34 Employee Benefit Plans

“The Company has accounted for employee benefits including Gratuity & leave encashment in accordance with the requirements of Indian Accounting Standard (Ind AS) 19, ‘Employee Benefits’. The liability for leave encashment, being a long-term employee benefit, is determined based on actuarial valuation using the Projected Unit Credit Method as at the balance sheet date.

An independent actuary has carried out the valuation, and key assumptions such as discount rate, salary escalation rate, employee attrition rate, and mortality rates have been reviewed and assessed to be appropriate. The actuarial gains and losses arising from changes in assumptions and experience adjustments have been recognized in Other Comprehensive Income, as mandated by Ind AS 19.

The auditor has obtained and verified the actuarial valuation report and tested the underlying employee data and assumptions. The recognition, measurement, and disclosure of such long-term benefits in the financial statements are found to be in compliance with Ind AS 19 and applicable provisions of the Companies Act, 2013.

Proper disclosures have been made in the financial statements under the notes to accounts, including the nature of benefits, actuarial assumptions used, and reconciliation of the defined benefit obligation.”

(I) Defined Benefit Plans

A) Gratuity

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member’s length of service, managerial grade and salary at retirement age.

(i) Movement in Defined Benefit Obligations

Particulars	As at March 31, 2026	As at March 31, 2025
Defined benefit obligation as at the opening of the year	12.04	11.03
Current service cost	0.32	1.01
Past Service cost	-	
Interest on defined benefit obligation	0.79	0.48
Re-measurement gain/ (loss)	-	
Actuarial loss / (gain) arising from change in financial assumptions	(0.10)	0.29
Actuarial loss / (gain) arising from change in demographical assumptions	-	
Actuarial loss / (gain) arising on account of experience changes	0.53	(0.79)
Benefits paid	-	-
Liabilities assumed / (settled)	13.57	12.04
Liabilities extinguished on settlements	-	
Defined Benefit Obligation as at the end of the year	**13.57**	**12.04**

(ii) Movement in Plan Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Fair value of plan asset as at the beginning of the year	-	-
Employer contributions	-	-
Interest on plan assets	-	-
Administration Expenses	-	-
Re-measurements due to:	-	-
Actual return on plan assets less interest on plan assets	-	-
Benefits paid	-	-
Assets acquired / (settled)	-	-
Assets distributed on settlements	-	-
Fair value of Plan Asset as at the end of the year	**-**	**-**

(All amounts in lakhs unless otherwise stated)

(iii) Reconciliation of Net Liability/ Asset

Particulars	As at March 31, 2026	As at March 31, 2025
Net defined benefit liability/ (asset) as at the beginning of the year	12.04	11.03
Expense charged to settlement of profit and loss	-	
Amount recognized in other comprehensive income	0.42	(0.49)
Employers contribution	1.11	1.49
Impact of liability assumed or (settled)	13.57	12.04
Net Defined Benefit Liability/ (Asset) as at the end of the year	**13.57**	**12.04**

(iv) Expenses charged to the statement of profit and loss

Particulars	As at March 31, 2026	As at March 31, 2025
Current service cost	-	1.01
Interest cost	-	0.48
Total	**-**	**1.49**

(v) Remeasurement gains/ (losses) in other comprehensive income

Particulars	As at March 31, 2026	As at March 31, 2025
Opening amount recognised in other comprehensive income	**-**	**-**
Changes in financial assumptions	-	-
Changes in demographic assumptions	-	-
Experience adjustments	-	-
Actual return on plan assets less interest on plan assets	-	-
Adjustment to recognize the effect of asset ceiling	-	-
Closing amount recognized outside profit or loss in other comprehensive income	**-**	**-**

(vi) Amount recognized in Balance Sheet

Particulars	As at March 31, 2026	As at March 31, 2025
Present value of funded defined benefit obligation		
Fair value of plan assets		
Net funded obligation		
Present value of funded defined benefit obligation	13.57	12.51
Amount not recognized due to asset limit		
Net Defined Benefit Liability recognized in Balance Sheet	**13.57**	**12.51**
Current	9.97	8.91
Non-Current	3.60	3.13

(All amounts in lakhs unless otherwise stated)

(vii) Key Actuarial Assumptions

Particulars	As at March 31, 2026	As at March 31, 2025
Discount rate	6.75%	6.55%
Salary escalation rate (p.a.)	8.00%	8.00%

B) Leave Encashment

(i) Movement in Defined Benefit Obligations

Particulars	As at March 31, 2026	As at March 31, 2025
Defined benefit obligation as at the opening of the year	1.78	0.95
Current service cost	0.23	0.17
Past Service cost	-	
Interest on defined benefit obligation	0.11	0.05
Re-measurement gain/ (loss)	-	
Actuarial loss / (gain) arising from change in financial assumptions	(0.01)	
Actuarial loss / (gain) arising from change in demographical assumptions	-	
Actuarial loss / (gain) arising on account of experience changes	(0.88)	0.61
Benefits paid	-	-
Liabilities assumed / (settled)	1.24	1.78
Liabilities extinguished on settlements	-	
Defined Benefit Obligation as at the end of the year	**1.24**	**1.78**

(ii) Movement in Plan Assets

Particulars	As at March 31, 2026	As at March 31, 2025
Fair value of plan asset as at the beginning of the year	-	-
Employer contributions	-	-
Interest on plan assets	-	-
Administration Expenses	-	-
Re-measurements due to:	-	-
Actual return on plan assets less interest on plan assets	-	-
Benefits paid	-	-
Assets acquired / (settled)	-	-
Assets distributed on settlements	-	-
Fair value of Plan Asset as at the end of the year	**-**	**-**

(iii) Reconciliation of Net Liability/ Asset

(All amounts in lakhs unless otherwise stated)

Particulars	As at March 31, 2026	As at March 31, 2025
Net defined benefit liability/ (asset) as at the beginning of the year	1.78	0.95
Expense charged to settlement of profit and loss	-	-
Amount recognized in other comprehensive income	-	-
Employers contribution	(0.53)	0.83
Impact of liability assumed or (settled)	-	-
Benefits paid by the company	-	-
Net Defined Benefit Liability/ (Asset) as at the end of the year	**1.25**	**1.78**

(iv) Expenses charged to the statement of profit and loss

Particulars	As at March 31, 2026	As at March 31, 2025
Current service cost	0.23	0.17
Interest cost	0.11	0.05
Net value of remeasurements on the obligation and plan assets	(0.88)	0.61
Total	**(0.53)**	**0.83**

(v) Remeasurement gains/ (losses) in other comprehensive income

Particulars	As at March 31, 2026	As at March 31, 2025
Opening amount recognised in other comprehensive income	-	-
Changes in financial assumptions	-	-
Changes in demographic assumptions	-	-
Experience adjustments	-	-
Actual return on plan assets less interest on plan assets	-	-
Adjustment to recognize the effect of asset ceiling	-	-
Closing amount recognized outside profit or loss in other comprehensive income	**-**	**-**

(vi) Amount recognized in Balance Sheet

Particulars	As at March 31, 2026	As at March 31, 2025
Present value of funded defined benefit obligation	-	-
Fair value of plan assets	-	-
Net funded obligation	-	-
Present value of funded defined benefit obligation	1.25	1.78
Amount not recognized due to asset limit	-	-
Net Defined Benefit Liability recognized in Balance Sheet	1.25	1.78
Current	0.62	0.80
Non-Current	0.62	0.98

(All amounts in lakhs unless otherwise stated)

(vii) Key Actuarial Assumptions

Particulars	As at March 31, 2026	As at March 31, 2025
Discount rate	6.75%	6.55%
Salary escalation rate (p.a.)	8.00%	8.00%

35. Disclosure pursuant to Ind AS 107 " Financial Instruments: Disclosures": Financial Risk Management

35.1 Interest Rate Risk Management

Floating rate financial assets are largely mutual fund investments which have debt securities as underlying assets. The returns from these financial assets are linked to market interest rate movements; however the counterparty invests in the agreed securities with known maturity tenure and return and hence has manageable risk.

35.2 Counterparty and Concentration of Credit Risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company is exposed to credit risk for receivables, cash and cash equivalents, and short-term investments.

35.3 Liquidity Risk Management

The Company's Board approved financial risk policies comprise liquidity, currency, interest rate and counterparty risk. The Company does not engage in speculative treasury activity but seeks to manage risk and optimize interest through proven financial instruments.

(a) Liquidity

The Company requires funds both for short-term operational needs as well as for the long-term investment programme mainly in for repayment of loans. The Company generates sufficient cash flows from the current operations which together with the available cash and cash equivalents and short-term investments provide liquidity both in the short-term as well as in the long-term.

The company remains committed to maintaining a healthy liquidity, gearing ratio, deleveraging and strengthening our balance sheet. The maturity profile of the Company's financial liabilities based on the remaining period from the date of balance sheet to the contractual maturity date is given in the table below. The figures reflect the contractual undiscounted cash obligation of the Company.

(All amounts in lakhs unless otherwise stated)

35. Financial Instruments-Disclosures

35.4 Category-wise classification for applicable financial assets and financial liabilities:

	As at March 31, 2026	As at March 31, 2025
Financial Assets		
Measured at Amortised cost		
Net Investment in finance lease	43.64	43.28
Cash and cash equivalents	46.67	157.63
Receivables	13.94	7.44
Loans	6,796.17	6,477.55
Other financial assets	3.65	3.41
Measured at FVTOCI		
(a) Investments in equity instruments designated upon initial recognition	647.68	456.24
Financial Liabilites		
Measured at Amortised cost (including trade payables balance in a disposal group held for sale)		
Lease liabilities (current / non current)	80.72	86.09
Borrowing (current / non current)	4,291.02	4,038.74
Trade payables	-	-
Other payables	21.11	5.60
Other Financial liabilities	153.91	141.28

Note: Carrying amounts of cash and cash equivalents, Loans, trade receivables, other payables as at March 31, 2026 & March 31, 2025 approximate the fair value because of their short term nature. Carrying amount other financial liabilities is taken Present value.

35.5 Fair value of the financial assets and liabilities that at fair value

Except as detailed in the following table, the Company considered that the carrying amount of Financials assets and financial labilities recognised in the financial statement approximate their fair value

	As at March 31, 2026	As at March 31, 2025
Financial Assets		
Investment	647.68	456.24
Total Financial Assets	**647.68**	**456.24**
Financial Liabilities		
borrowings	-	-
Total Financial Liabilities	-	-

35.6 Fair value hierarchy of financial assets and financial liabilities measured at amortised cost:

	Fair value hierarchy as at March 31, 2026		
	Level 1	Level 2	Level 3
Financial Liabilities			
Other Financial liabilities	-	-	153.91
Total	**-**	**-**	**153.91**

	Fair value hierarchy as at March 31, 2025		
	Level 1	Level 2	Level 3
Financial Liabilities			
Other Financial liabilities	-	-	141.28
Total	**-**	**-**	**141.28**

(All amounts in lakhs unless otherwise stated)

35.7 Maturity profile of assets and liabilities

Particulars	As at March 31, 2026			As at March 31, 2025		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets						
Financial Assets						
Cash and cash equivalents	46.67	-	46.67	157.63	-	157.63
Bank Balance other than Cash and cash equivalents	0	-	-		-	-
Trade receivables	13.94	-	13.94	7.44	-	7.44
Loans	6,796.17	-	6,796.17	6,477.55	-	6,477.55
Investments	647.68	-	647.68	456.24	-	456.24
Other financial assets	0.12	3.53	3.65	0	3.41	3.41
	7,504.57	**3.53**	**7,508.10**	**7,098.86**	**3.41**	**7,102.27**
Non-Financial Assets						
Net Investment in finance lease	0	43.65	43.65	-	43.29	43.29
Current tax assets (net)	42.89		42.89	42.50	-	42.50
Deferred tax assets (Net)		10.75	10.75		40.46	40.46
Property, plant and equipment		198.17	198.17		237.27	237.27
Intangible Assets under Development		33.68	33.68		1.77	1.77
Other intangible assets			-			-
Lease Assets		37.07	37.07	5.73	37.07	42.80
Other non-financial assets		284.73	284.73	-	310.54	310.54
	42.89	**564.40**	**650.94**	**48.23**	**627.12**	**675.34**
			-			**43.29**
Total assets	**7,547.46**	**567.93**	**8,159.04**	**7,147.08**	**630.53**	**7,777.61**

<u>Liabilities</u>

Financial Liabilities

Particulars	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Lease liabilities			-			-
Trade payables			-			-
Other payables	21.11		21.11	5.60		5.60
Borrowings (Other than Debt Securities)	4,364.98		4,364.98	4,111.09		4,111.09
Other Financial liabilities	153.91		153.91	141.28		141.28
	4,540.00	**-**	**4,540.00**	**4,257.97**	**-**	**4,257.97**
Non Financial Liabilities						
Deferred Tax Liabilities		-	-	-	-	-
Provisions	10.59	60.65	71.24	9.71	30.02	39.72
Other Non-Financial liabilities	12.77		12.77	13.14		13.14
	23.36	**60.65**	**84.01**	**22.85**	**30.02**	**52.86**
Total Liabilities	**4,563.36**	**60.65**	**4,624.01**	**4,280.82**	**30.02**	**4,310.83**

36 Disclosures as per Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

Based on the information available with the Company, the balance due to micro and small enterprises as defined under the MSMED Act, 2006 on 31 March, 2025 is Rs. Nil (Previous year Rs. Nil) and no interest has been paid during the year or is payable under the terms of the MSMED Act, 2006. Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

37 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The Company strives to safeguard its ability to continue as a going concern so that they can maximise returns for the shareholders and benefits for other stake holders. The aim to maintain an optimal capital structure and minimise cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or adjust the dividend payment to shareholders (if permitted). Consistent with others in the industry, the Company monitors its capital using the gearing ratio which is total debt divided by total capital plus total debts.

Particulars	As at 31 March 2026	As at March 31, 2025
Total debts	4,364.98	4,111.09
Total equity	3,533.19	3,510.06
Total debts to equity ratio (Gearing ratio)	**1.24**	**1.17**

38 In accordance with the revised framework issued by SEBI for Listed Companies (LCs) for the financial year ending March 2025 :

(a) Borrowings by Issuance of Qualified borrowing and Debt Securities*:

Particulars	Qualified Borrowings	Debt Securities
Balance as at 31 March 2024	**-**	**-**
Incremental Borrowing	-	-
Dept repayement	-	-
Balance as at 31 March 2025	**-**	**-**
Incremental Borrowing	-	-
Dept repayement	-	-
Balance as at 31 March 2026	**-**	**-**

***Note:** The company does not have qualified borrwings and borrowing by way of issuance of debt securities during the financial year 31 March 2026 (Previous year Rs Nil)

(b) The company does not have unsupported bank borrowings or plain vanilla bonds.

39 There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2025.

40 Aggregate amount of loans or advances in the nature of loans given during the year is Rs. 45,83,23,800/-.

Percentage thereoff to the total loans granted is 100%.

Aggregate amount of loans granted to Promotoers, related parties as defined in clause (76) of section 2 of the Companies Act, 2013 is Rs. 8,27,25,000.

41 Following disclosures shall be made where loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are:

(a) Repayable on demand

or

(b) without specifying any terms or period of repayment

(All amounts in lakhs unless otherwise stated)

Type of Borrower	Amount of loans or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	3.32	0.05%

(All amounts in lakhs unless otherwise stated)

Type of Borrower	Amount of loans or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	48.87	0.75%

42

42.1 (a) That other than as disclosed in the notes to the accounts, 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(s) or entity(ies), 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 persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) That other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), 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 persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

42.2 That the company has not entered into any non-cash transactions with directors or persons connected with him.

43 The company is not required to prepare Consolidate financial statement.

44 That the company has no borrowings from banks or financial institution on the basis of security of current asset.

45 That the company is not declared wilful defaulter by any bank or financial institution or other lender.

46 Details of delay in the payment of Principal or Interest not paid on due date. (As Annexed)

47 That the company has not entered any transaction with the companies struck off under section 248 of Companies Act 2013 or section 560 of the Companies Act 1956.

48 That there is charge or satisfaction which is yet to be registered with ROC beyond the statutory period against the vehicle.

49 The board of Director has decided not to declare dividend in the current year.

50 Title deed of immovable property not held in name of the company:

The company does not possess any immovable property which is not held in the name of the company.

51 Proceeding under Benami transactions (prohibition) act, 1988:

There is no proceedings initiated or is pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

52 Compliance with number of layers of companies:

Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act, read with Companies (Restriction on number of Layers) Rules, 2017.

53 Compliance with approved Scheme(s) of Arrangements:

The company has not entered into any scheme of arrangement.

54 Re-valuation of property, plant and equipment and intangible assets:

The Company has not revalued any of its Property, Plant and Equipment and Intangible Assets.

55 Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

56 Undisclosed income:

That there has been no surrendered or disclosed income during the year in the tax assessments under the Income-tax Act, 1961(such as, search or survey or any other relevant provisions of the Income- tax Act,1961).

(All amounts in lakhs unless otherwise stated)

Also, previously there was no unrecorded income and related assets in the books of account during the year which have not been properly recorded.

57 Ratios :	As at March 31, 2026	As at March 31, 2025
(a) Capital to risk-weighted assets ratio (CRAR)	46.03%	48.56%
(b) Tier I CRAR	46.03%	48.56%
(c) Tier II CRAR	-	0.000%
(d) Liquidity Coverage Ratio	16.35%	29.02%

58 Corporate Social Responsibility - That the provision of section 135 of the Companies Act, are not applicable on the company.

59 Events after the reporting period

There have been no events after the reporting date that require disclosure in the financial statements.

60 Previous year ended figures have been regrouped/ rearranged wherever necessary, to conform with the current year.

61 The above financial statements have been reviewed by the audit committee and subsequently approved by the Board of Directors at its meeting held on May 22, 2025.

For Manish Pandey & Associates
Chartered Accountants
Firm Registration No. - 019807C
Sd/-
Devraj Lenka
Partner
M. No. - 455563
UDIN:
Place: New Delhi
Date: 25/05/2026

For and on behalf of the Board of Directors

Sd/-	Sd/-
Surendra Chhalani	Kunal Lalani
Director	Director
DIN: 00002747	DIN: 00002756

Sd/-
Jitender
Company Secretary (ACS45648)

(All amounts in lakhs unless otherwise stated)

Annexure 4.1 Trade Receivables outstanding ageing schedule.

For the year ended on 31.03.2026

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	13.94	-	-	-	-	13.94
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

For the year ended on 31.03.2025

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	7.44	-	-	-	-	7.44
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

(All amounts in lakhs unless otherwise stated)

Annexure 5.1 Loans Disclosure Schedule

	For the year ended on 31.03.2026						For the year ended on 31.03.2025					
	Amortised Cost	At Fair Value			Subtotal	Total	Amortised Cost	At Fair Value			Subtotal	Total
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss				Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss		
	1	2	3	4	(5=2+3+4)	(6=1+5)	1	2	3	4	(5=2+3+4)	(6=1+5)
Loans												
(A)												
(i) Bills Purchased and Bills Discounted							-	-	-	-	-	-
(ii) Loans repayable on Demand	6,796.17						6,477.55	-	-	-	-	6,477.55
(iii) Term Loans							-	-	-	-	-	-
(iv) Leasing	-						-	-	-	-	-	-
(v) Factoring							-	-	-	-	-	-
(vi) Others							-	-	-	-	-	-
Total (A) - Gross	**6,796.17**	**-**	**-**	**-**	**-**	**-**	**6,477.55**	**-**	**-**	**-**	**-**	**6,477.55**
Less:Impairment loss allowance							-	-	-	-	-	-
Total (A) - Net	**6,796.17**	**-**	**-**	**-**	**-**	**-**	**6,477.55**	**-**	**-**	**-**	**-**	**6,477.55**
(B)											-	-
(i) Secured by tangible assets							-	-	-	-	-	-
(ii)Secured by intangible assets							-	-	-	-	-	-
(iii) Covered by Bank/Government Guarantees							-	-	-	-	-	-
(iii) Covered by Bank/Government Guarantees							-	-	-	-	-	-
(iv) Unsecured	6,796.17						6,477.55	-	-	-	-	6,477.55
Total (B)- Gross	6,796.17	-	-	-	-	-	6,477.55	-	-	-	-	6,477.55
Less: Impairment loss allowance							-	-	-	-	-	-
Total (B)- Net	**6,796.17**	**-**	**-**	**-**	**-**	**-**	**6,477.55**	**-**	**-**	**-**	**-**	**6,477.55**
(C)											-	-
(I) Loans in India							-	-	-	-	-	-
(i) Public Sector							-	-	-	-	-	-
(ii) Others	6,796.17						6,477.55	-	-	-	-	6,477.55
Total (C)- Gross	**6,796.17**	**-**	**-**	**-**	**-**	**-**	**6,477.55**	**-**	**-**	**-**	**-**	**4,373.86**
Less: Impairment loss allowance							-	-	-	-	-	-
Total (C) (I)-Net	**6,796.17**	**-**	**-**	**-**	**-**	**-**	**6,477.55**	**-**	**-**	**-**	**-**	**4,373.86**
(C)											-	-
(II)Loans outside India							-	-	-	-	-	-
Less: Impairment loss allowance							-	-	-	-	-	-
Total (C) (II)- Net							**-**	**-**	**-**	**-**	**-**	**-**
Total C(I) and C(II)	**6,549.93**	**-**	**-**	**-**	**-**	**-**	**4,373.86**	**-**	**-**	**-**	**-**	**4,373.86**

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in lakhs unless otherwise stated)

Annexure 6.1 Disclosure of Investments

Investments	For the year ended on 31.03.2026							For the year ended on 31.03.2025						
	Amortised cost	At Fair Value			Sub-Total	Others*	Total	Amortised cost	At Fair Value			Sub-Total	Others*	Total
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss					Through Other Comprehensive Income	Through profit or loss	Designated at fair value through profit or loss			
	1	2	3	4	5 = 2+3+4	6	7 = 1+5+6	1	2	3	4	5 = 2+3+4	6	7 = 1+5+6
Mutual funds								-	-	-	-	-	-	-
Government securities								-	-	-	-	-	-	-
Other approved securities								-	-	-	-	-	-	-
Debt securities								-	-	-	-	-	-	-
Equity instruments		632.00						-	440.56	-	-	440.56	-	440.56
Subsidiaries								-	-	-	-	-	-	-
Associates								-	-	-	-	-	-	-
Joint Ventures								-	-	-	-	-	-	-
Others								-	-	-	-	-	-	-
Total – Gross (A)	**-**	**632.00**	**-**	**-**	**-**	**-**	**-**	**-**	**440.56**	**-**	**-**	**440.56**	**-**	**440.56**
(i) Investments outside India								-	-	-	-	-	-	-
(ii) Investments in India	-	632.00	-	-	-	-	-	-	440.56	-	-	440.56	-	440.56
Total (B)	**-**	**632.00**	**-**	**-**	**-**	**-**	**-**	**-**	**440.56**	**-**	**-**	**440.56**	**-**	**440.56**
Total (A) to tally with (B)	**-**	**632.00**	**-**	**-**	**-**	**-**	**-**	**-**	**440.56**	**-**	**-**	**440.56**	**-**	**440.56**
Less:														
Allowance for Impairment loss (C)								-	-	-	-	-	-	-
Total – Net D= (A)-(C)	**-**	**632.00**	**-**	**-**	**-**	**-**	**-**	**-**	**440.56**	**-**	**-**	**440.56**	**-**	**440.56**

(All amounts in lakhs unless otherwise stated)

Annexure 14.3 Trade Payables outstanding ageing schedule.

For the year ended on 31.03.2026

Particulars	Outstanding for following periods from due date of payment#				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1.83	-	-	-	1.83
(ii) Others	21.11	-	-	-	21.11
(iii) Disputed dues-MSME	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-

For the year ended on 31.03.2025

Particulars	Outstanding for following periods from due date of payment#				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	5.60	-	-	-	5.60
(iii) Disputed dues-MSME	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in lakhs unless otherwise stated)

Annexure 15.1 Classification of Borrowings

Particular	For the year ended on 31.03.2026				For the year ended on 31.03.2025			
	At Amortised Cost	At fair value Through profit or loss	Designated at fair value through profit or loss	Total	At Amortised Cost	At fair value Through profit or loss	Designated at fair value through profit or loss	Total
	1	2	3	(4)=(1)+(2)+(3)	1	2	3	(4)=(1)+(2)+(3)
(a)Term loans								
(i) from banks	12.08			12.08	19.48	-	-	19.48
(ii) from other parties	-	-	-	-		-	-	-
(b) Deferred payment liabilities				-	-	-	-	-
(c) Loans from related parties	4,078.86			4,078.86	2,965.06	-	-	2,965.06
(d) Finance lease obligations	73.96			73.96	72.35	-	-	72.35
(e) Liability component of compound financial instruments				-	-	-	-	-
(f) Loans repayable on demand				-	-	-	-	-
(i) from banks				-	-	-	-	-
(ii) from other parties	200.08			200.08	1,054.20	-	-	1,054.20
(g) Other loans				-	-	-	-	-
Total (A)	**4,364.98**	**-**	**-**	**4,364.98**	**4,111.09**	**-**	**-**	**4,111.09**
Borrowings in India	4,364.98			4,364.98	4,111.09	-	-	4,111.09
Borrowings outside India	-			-	-	-	-	-
Total (B) to tally with (A)	**4,364.98**	**-**	**-**	**4,364.98**	**4,111.09**	**-**	**-**	**4,111.09**

Annexure 19.1 Details of Shareholding of Promoters

Shares held by promoters at the end of the year 31.03.2026				% Change during the year
S. No.	**Promoter name**	**No. of Shares**	**% of total shares**	
1	Vimi Investments And Finance Pvt Ltd	10,85,60,878.00	54.28%	0.00%
2	Kunal Lalani	2,01,45,011.00	10.07%	0.00%
3	Hulas Mal Lalani	15,51,000.00	0.78%	0.00%
4	Vimi Lalani	15,41,000.00	0.77%	0.00%
5	Varsha Bengani	10,00,000.00	0.50%	0.00%
6	Seema Lalani	5,00,000.00	0.25%	0.00%
7	Mayank Lalani	3,61,017.00	0.18%	0.00%
Total		**13,36,58,906**	**66.83%**	**0.00%**

Shares held by promoters at the end of the year 31.03.2025				% Change during the year
S. No.	**Promoter name**	**No. of Shares**	**% of total shares**	
1	Vimi Investments And Finance Pvt Ltd	10,85,60,878	54.28%	8.02%
2	Kunal Lalani	2,01,45,011	10.07%	6.68%
3	Hulas Mal Lalani	15,51,000	0.78%	0.03%
4	Vimi Lalani	15,41,000	0.77%	0.23%
5	Varsha Bengani	1000000	0.50%	0.00%
6	Seema Lalani	5,00,000	0.25%	0.00%
7	Mayank Lalani	3,61,017	0.18%	0.07%
Total		**13,36,58,906**	**66.83%**	**15.02%**

Shares held by promoters at the end of the year 31.03.2024				% Change during the year
S. No.	**Promoter name**	**No. of Shares**	**% of total shares**	
1	Vimi Investments And Finance Pvt Ltd	4,62,60,878	46.26%	0.00%
2	Kunal Lalani	33,95,000	3.40%	0.00%
3	Hulas Mal Lalani	7,51,000	0.75%	-0.75%
4	Vimi Lalani	5,41,000	0.54%	0.00%
5	Varsha Bengani	5,00,000	0.50%	0.00%
6	Seema Lalani	2,50,000	0.25%	0.00%
7	Mayank Lalani	11,586	0.11%	-0.11%
Total		**5,17,09,464**	**51.81%**	**-0.86%**

NOTES TO THE FINANCIAL STATEMENTS

(All amounts in lakhs unless otherwise stated)

Annexure 20.3 Other Equity

For the year ended on 31.03.2026

Particular	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus										Money received against share warrants	Total
			Capital Reserve	Securities Premium	Statutory Reserve	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)		
Balance at the beginning of the current reporting period	-	-	-	-	39.09	1,470.97	-	-	-	-	-	-	-	1,510.06
Changes in accounting policy/ prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	(68.49)	-	-	-	-	-	-	-	(68.49)
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	91.62	-	-	-	-	-	-	-	91.62
Any other change - Transferred to Statutory Reserve	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	**-**	**-**	**-**	**-**	**39.09**	**1,494.10**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**1,533.19**

(All amounts in lakhs unless otherwise stated)

Annexure 20.3 Other Equity

For the year ended on 31.03.2025

Particular	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus										Money received against share warrants	Total
			Capital Reserve	Securities Premium	Statutory Reserve	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (specify nature)		
Balance at the beginning of the current reporting period	-	-	-	-	34.09	1,411.50	-	-	-	-	-	-	-	1,445.59
Changes in accounting policy/ prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	73.90	-	-	-	-	-	-	-	73.90
Dividends	-	-	-	-	-	(34.45)	-	-	-	-	-	-	-	(34.45)
Transfer to retained earnings	-	-	-	-	-	25.03	-	-	-	-	-	-	-	25.03
Any other change - Transferred to Statutory Reserve	-	-	-	-	5.01	(5.01)	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	**-**	**-**	**-**	**-**	**39.09**	**1,470.97**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**1,510.06**

(All amounts in lakhs unless otherwise stated)

Annexure 21.1. Interest Income disclosure

Particulars	For the year ended on 31.03.2026			For the year ended on 31.03.2025		
	On Financial Assets measured at fair value through OCI	On Financial Assets measured at Amortised Cost	Interest Income on Financial Assets classified at fair value through profit or loss	On Financial Assets measured at fair value through OCI	On Financial Assets measured at Amortised Cost	Interest Income on Financial Assets classified at fair value through profit or loss
Interest on Loans		749.47		601.61	-	-
Interest income from investments				-		-
Interest from deposits with bank				-		-
Other interest income				-		-
Total	**-**	**749.47**	**-**	**601.61**	**-**	**-**

Annexure 24.1 Disclosure of Finance Costs.

Particulars	For the year ended on 31.03.2026		For the year ended on 31.03.2025	
	On Financial liabilities measured at fair value through profit or loss	On Financial liabilities measured at Amortised Cost	On Financial liabilities measured at fair value through profit or loss	On Financial liabilities measured at Amortised Cost
Interest on deposits			-	-
Interest on borrowings		395.36	-	404.88
Interest on lease liabilities		9.21	-	14.32
Interest on debt securities			-	-
Interest on subordinated liabilities			-	-
Other interest expense			-	-
Total	**-**	**404.57**	**-**	**419.20**

Annexure 46. Delay in the payment of Principal or Interest not paid on due date.

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
Borrowings (Other than Debt Securities)					
	Acure Media	7,11,047	Interest	81	has been made good during the year.
		5,01,526	Interest	11	
		12,12,573			
	Aerokeel Logistics Pvt Ltd	7,41,712	Interest	274	Default has been made good during the year.
		2,77,123	Interest	239	
		10,18,835			
	Avreo Corporation LLP(Loan)	2,11,918	Interest	274	Default has been made good during the year.
		2,14,247	Interest	182	
		2,14,247	Interest	90	
		6,40,412			
	BB & HV Pvt. Ltd.	4,08,525	Interest	95	Default has been made good during the year.
		5,76,378	Interest	3	
		7,11,627	Interest	79	
		16,96,530			
	Cash U Drive Marketing P Ltd	2,09,425	Interest	81	Default has been made good during the year.
		2,11,726	Interest	182	
		2,11,726	Interest	90	
		6,32,877			
	Crayons Advertising Limited	69,65,959	Interest	88	Default has been made good during the year.
		72,00,411	Interest	94	
		72,60,822	Interest	90	
		2,14,27,192			
	CUD Digital	3,01,048	Interest	79	has been made good during the year.
		1,91,877	Interest	23	
		4,92,925			
	Frappe Ads	4,50,138	Interest	79	Default has been made good during the year.
		3,39,549	Interest	11	
		7,89,687			
	INDICATION INSTRUMENTS LTD.	1,38,082	Interest	58	has been made good during the year.
		3,02,466	Interest	12	
		4,40,548			

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
	Mega Cabs Ltd	80,164	Interest	9	Default has been made good during the year.
		81,279	Interest	7	
		76,308	Interest	12	
		68,200	Interest	8	
		68,200	Interest	7	
		1,00,959	Interest	11	
		1,52,282	Interest	8	
		1,49,178	Interest	88	
		1,34,954	Interest	57	
		2,03,817	Interest	26	
		1,90,736	Interest	32	
		13,06,077			
	Omni Media Communications P Ltd	1,50,685	Interest	76	Default has been made good during the year.
		1,46,467	Interest	16	
		2,97,152			
	Grand Total	**2,99,54,808**			

NOTICE OF THE 41ST ANNUAL GENERAL MEETING

Notice is hereby given that the 41st Annual General Meeting ("AGM") of the Members of Mega Corporation Limited will be held on Monday, the 21st day of September, 2026 at 02:30 p.m. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility deemed to be conducted at the Registered Office of the Company to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements:

To consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March, 2026 together with the Reports of the Board of Directors (the "Board") and Auditors Report thereon.

Item No. 2: To appoint a Director in Place of Mr. Kunal Lalani (DIN: 00002756), who Retires By Rotation and, Being Eligible, Offers Himself for Re-Appointment:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT Mr. Kunal Lalani (DIN: 00002756), who retires by rotation as Director at this Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Item No. 3: To appoint a Director in Place of Ms. Anisha Anand (DIN: 00407509), who Retires By Rotation and, Being Eligible, Offers Herself for Re-Appointment:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT Ms. Anisha Anand (DIN: 00407509), who retires by rotation as Director at this Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 4 – To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

Regularization of Mr. Ashraye Lalani (DIN: 08371173) as Non-Executive Non Independent director

"RESOLVED THAT pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Ashraye Lalani (DIN: 08371173), who was appointed as an Additional Director (Non-Executive and Non-Independent Director) of the Company with effect from 24th June, 2026 pursuant to the provisions of Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received the requisite consent and declarations, be and is hereby regularised and appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution."

By Order of the Board
For MEGA CORPORATION LIMITED

Sd/-
Mr. Vikram Anand
(Director and CFO)
DIN: 00407415

Date: 25-08-2026
Place: New Delhi

Notes:

Pursuant to the General Circular No. **03/2025** dated **22nd September, 2025** read with General Circular Nos. **09/2024** dated **19th September, 2024, 09/2023** dated **25th September, 2023, 10/2022** dated **28th December, 2022, 21/2021** dated **14th December, 2021, 02/2021** dated **13th January, 2021, 20/2020** dated **5th May, 2020, 17/2020** dated **13th April, 2020 and 14/2020** dated **8th April, 2020** issued by the Ministry of Corporate Affairs ("MCA"), read with Circular No. **SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133** dated **3rd October, 2024** issued by the Securities and Exchange Board of India ("SEBI") read with the circulars issued earlier on the subject (hereinafter collectively referred to as the "Circulars"), the Annual General Meeting ("AGM") of the Company is being held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue. Accordingly, the Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

1. Appointment of Proxy

Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 41st AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.

2. Book Closure

The register of members and share transfer books of the Company will remain closed from Tuesday, 15th September, 2026 to Monday, 21st September, 2026 (both days inclusive).

3. Voting

i. In accordance with the provisions of Section 108 of the Companies Act, 2013, read with read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility of voting by electronic means (remote e-voting) to the members.

ii. The Board of Directors has appointed Mr. Vikash Gupta, Practicing Company Secretary, as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

iii. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") and National Securities Depository Limited ("NSDL") to provide e-voting facilities, enabling the members to cast their vote electronically in a secure manner.

iv. It may be noted that the remote e-voting facility is optional. The remote e-voting would commence on Friday, 18th September, 2026 (9:00 A.M.) and end on Sunday, the 20th September, 2026 (5:00 P.M.).

v. During the above period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 14th September, 2026, may cast their vote electronically.

vi. Members are hereby informed that once they have cast their vote through the remote e-voting facility, they shall be entitled to attend and participate in the General Meeting. However, they shall not be entitled to vote again during the Meeting in respect of the resolutions on which they have already cast their vote through remote e-voting.

vii. The remote e-voting shall be disabled/ block by CDSL/ NSDL for voting after 5:00 P.M. on Sunday, the 20th September, 2026. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.

viii. Institutional/ Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to pcsvikashgupta@gmail.com with a copy marked to Instameet@in.mpms.mufg.com.

ix. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at enotices@in.mpms.mufg.com. However, if he/ she is already registered with MUFG Intime India Private Limited for remote e-voting then he/ she can use his/ her existing user ID and password for casting the vote.

x. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and make not later than Three days of the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favor or against, if any, to the Chairman or any person Authorized by him who shall countersign the same.

xi. The Chairperson or any person Authorized by him in writing shall declared results of the meeting forthwith.

xii. The results declared along with the report of Scrutinizer shall be placed on the website of the Company www.megacorpltd.com and on the website of MUFG Intime India Private Limited https://in.mpms.mufg.com/ immediately after the declaration of results by the Chairman or any person Authorized by him. The results shall also be forwarded to the Stock Exchange simultaneously and the Exchange shall put the results on its or their website.

4. Other Matters

A. A. Members who are holding shares in physical form are requested to avail dematerialization facility. For further information, please refer to FAQs posted by National Securities Depository Limited on its website: www.nsdl.co.in and Central Depository Services (India) Limited on its website www.cdslindia.com.

B. The procedures and instructions for 'remote e-voting', 'attending the meeting' and 'e-voting at the meeting' are furnished below as part of this Notice.

C. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the Special Businesses as set out above is annexed hereto and form part of this notice.

D. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and in case the shares are held in physical form to the Company's Registrar and Share Transfer Agents.

F. The Notice for the Annual General Meeting and the Annual Report will be available for inspection at the Registered Office of the Company on all working days in business hour up to the date of Annual General Meeting. The above said shall also be available on the Company's website at www.megacorpltd.com and on the website of the MUFG Intime India Private Limited at https://in.mpms.mufg.com/ for inspection and downloading by the shareholders of the company.

G. To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Financial Results etc. from the Company electronically. Members seeking further information on the Accounts or any other matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.

INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

b) Select the "Company Name" and register with your following details:

c) Select Check Box - **Demat Account No. / Folio No. / PAN**

- hareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click **"Go to Meeting"**

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) a) On the Shareholders VC page, click on link "Cast your vote".

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000/ 4918 6175.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “IDeAS Login Section”.

b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.

d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.

c) Enter the last 4 digits of your bank account / generate ‘OTP’

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play | App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the “Login” tab available under ‘Shareholder/Member’ section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – ICDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

<u>Shareholders registered for Easi/ Easiest facility:</u>

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.

b) Enter existing username, Password & click on “Login”.

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

<u>Shareholders not registered for Easi/ Easiest facility:</u>

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

<u>STEP 1: LOGIN / SIGNUP on InstaVote</u>

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on “Login” under ‘SHARE HOLDER’ tab.

b) Enter details as under:

A. User ID: Enter User ID

B. Password: Enter existing Password

C. Enter Image Verification (CAPTCHA) Code

D. Click “Submit”.

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

A. User ID: Enter User ID

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

- o Shareholders, holding shares in **NSDL form,** shall provide 'point 4' above.
- o Shareholders, holding shares in **CDSL form,** shall provide 'point 3' or 'point 4' above.
- o Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

E. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

F. Enter Image Verification (CAPTCHA) Code.

G. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorizing its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

1) **'Investor ID'** – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) **'Investor's Name** - Enter Investor's Name as updated with DP.

3) **'Investor PAN'** - Enter your 10-digit PAN.

4) **'Power of Attorney'** - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

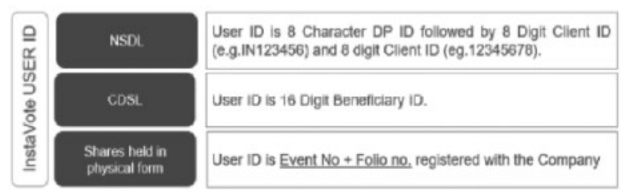
Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT"**.



In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **"SUBMIT"**.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

➢ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

➢ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

➢ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT

TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Regularization of Mr. Ashraye Lalani (DIN: 08371173) as Non-Executive Non Independent director:

The Board of Directors of the Company, at its meeting held on 24th June, 2026, appointed Mr. Ashraye Lalani (DIN: 08371173) as an Additional Director (Non-Executive and Non-Independent Director) of the Company with effect from 24th June, 2026, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act").

In terms of Section 161(1) of the Act, an Additional Director shall hold office up to the date of the next Annual General Meeting of the Company. Accordingly, the Company proposes to regularise the appointment of Mr. Ashraye Lalani as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation, subject to the approval of the Members.

The Company has received from Mr. Ashraye Lalani the requisite consent to act as a Director in Form DIR-2, disclosure of interest in Form MBP-1 and such other declarations and disclosures as required under the applicable provisions of the Act and the rules made thereunder. The Company has also received confirmation that he is not disqualified from being appointed as a Director under the provisions of the Act and is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

The Board is of the opinion that the association and appointment of Mr. Ashraye Lalani as a Non-Executive and Non-Independent Director will be beneficial to the Company and accordingly recommends the Ordinary Resolution set out at Item No. 4 for approval of the Members.

Except Mr. Ashraye Lalani and his relatives i.e. Mr Kunal Lalani, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The requisite details of Mr. Ashraye Lalani pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings are annexed to this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 for approval of the Members.

ANNEXURE TO NOTICE OF AGM

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AND/ OR FIXATION OF REMUNERATION OF DIRECTORS AT THE ENSUING ANNUAL GENERAL MEETING

Pursuant to SS-2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

For Item No. 2:

Name	**Mr. Kunal Lalani**
Date of Birth	01-08-1960
Age	66
DIN	00002756
Qualification	Graduation
Experience	Mr. Kunal Lalani, hails from a highly respected Marwari Business and Promoter and Non-Executive Director of our Company. He was originally appointed on the Board on October 20, 2015 as the Executive Director of the Company. He has an experience of more than 10 years in our Industry. He is the key driver of the growth of the Company since his association. He is responsible for managing and supervising operations, expansion of business, sourcing new projects and overall management of the business of our Company.
Terms and Conditions of Appointment	As per the resolution at item no. 2 of the Notice convening Annual General Meeting on 21st September, 2026. Mr. Kunal Lalani is proposed to be re-appointed as Non-Executive Director of the Company liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn	N/A
Remuneration proposed to be paid	N/A
	27th March, 1998
Date of first appointment on the Board	20-10-2015
Shareholding in the company	20145011
Number Meetings of the Board attended during the year 2025-26	11(Eleven)
Names of listed entities in which the person also holds the Directorships	V and R Auto Gauges Private Limited, Crayons Advertising Limited, Plasopan Engineers India Private Limited, Gropmega holdings private Limited, Mega Cabs Limited, Bengaluru Megacabs Private Limited, Sanya Resorts And Hospitality Private Limited, Bollywood Merchandise Private Limited, Britonna Hotel And Yacht Club Private Limited, Ecotec Developers Private Limited, New Age Mobility Private Limited, Advertising Agencies Association of India.
	Not related to any director or KMP
Names of listed entities in which the person also holds Membership/ Chairmanship of Committees of the Board	NIL
Relationship Between Directors/ KMP inter-se	Relative of Mr. Ashraye Lalani (Father)

 # Pertains to memberships/ chairpersonships of the Audit Committee and Stakeholders' Relationship Committee of Indian public companies (excluding the Company) as per Regulation 26(1)(b) of the SEBI Listing Regulations.

For Item No. 3:

Name	**Anisha Anand**
Date of Birth	07-01-1971
Age	55 Years
DIN	00407509
Qualification	She is Graduated from Delhi University in a degree of Commerce and a qualified Chartered Financial Analyst from the Institute of Chartered Financial Analysis of India (ICFAI).
Experience	Ms. Anisha Anand is Non-Executive and Non-Independent Director of our company and have over 10 years of experience in diverse fields. Her strengths include high level of organizational skills, handling multiple tasks simultaneously and working diligently and tirelessly.
Terms and Conditions of Appointment	As per the resolution at item no. 3 of the Notice convening Annual General Meeting on 21st September, 2026. Mrs. Anisha Anand is proposed to be re-appointed as Non-Executive Director of the Company liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn	N/A
Remuneration proposed to be paid	N/A
Date of first appointment on the Board	23-06-2014
Shareholding in the company	NIL
Number Meetings of the Board attended during the year 2025-26	11(Eleven)
Names of listed entities in which the person also holds the Directorships	None
Names of listed entities in which the person also holds Membership/ Chairmanship of Committees of the Board	NIL
Relationship Between Directors/ KMP inter-se	Relative of Director Mr. Vikram Anand (Wife)

 # Pertains to memberships/ chairpersonships of the Audit Committee and Stakeholders' Relationship Committee of Indian public companies (excluding the Company) as per Regulation 26(1)(b) of the SEBI Listing Regulations.

For Item No. 4:

Name	**Ashraye Lalani**
Date of Birth	08-05-1997
Age	29 Years
DIN	08371173
Qualification	Bachelor's of Science (Economics)
Experience	Mr. Ashraye Lalani, has been a driving force behind Mega group Expansion. He has played a crucial role in securing key clients and new business opportunities, significantly contributing to the Company's growth trajectory. Heading Growth and Technology vertically, he has conceptualized and successfully delivered several digital and technology integrated campaigns, strengthening the Company's position as an innovation-led agency with a strong client centric approach.
Terms and Conditions of Appointment	As per the resolution at item no. 4 of the Notice convening Annual General Meeting on 21st September, 2026 read with Explanatory statement thereto, Mr. Ashraye Lalani is proposed to be regularised and appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn	N/A
Remuneration proposed to be paid	N/A
Date of first appointment on the Board	24-06-2026
Shareholding in the company	NIL
Number Meetings of the Board attended during the year 2026-27	0
Names of listed entities in which the person also holds the Directorships	Crayons Advertising Limited
Names of listed entities in which the person also holds Membership/ Chairmanship of Committees of the Board	NIL
Relationship Between Directors/ KMP inter-se	Relative of the other Director

 # Pertains to memberships/ chairpersonships of the Audit Committee and Stakeholders' Relationship Committee of Indian public companies (excluding the Company) as per Regulation 26(1)(b) of the SEBI Listing Regulations.

For and on behalf of the Board of Directors
Mega Corporation Limited

Sd/-
(Vikram Anand)
Director and CFO
DIN: 00407415

Place: New Delhi
Date: 25.08.2026

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Mega Corporation Limited

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CIN: L65100DL1985PLC092375