



# MEGLON INFRA-REAL (INDIA) LTD.

Corp. Off.: 401, 4th Floor, Aastha Corporate Capital, VIP Road, Nr. Khatu Shaymbaba  
Mandir, Vesu, Surat-395007, Gujarat, India.

CIN No.: L70100AP1987PLC007484

Email: [meglonlimited@gmail.com](mailto:meglonlimited@gmail.com)

Website : [www.meglonindia.in](http://www.meglonindia.in)

Date: 06/09/2019

To,  
BSE Limited  
Bombay Stock Exchange,  
P. J. Towers, Dalal Street,  
Mumbai - 400 001.

**Sub: Compliance under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. 2015.**

Dear Sir/Madam,

Pursuant to Regulations 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting Annual Report for the Financial Year 2018-19, which is being dispatched / sent to the members through permitted mode(s).

This is for your information and record.

Thanking you,

On behalf of the Board of Directors  
Meglon Infra-Real (India) Limited

Inderjit K. Sharma  
Director

**ANNUAL REPORT  
2018-2019**

**MEGLON INFRA-REAL (INDIA) LIMITED**

## DIRECTORS' REPORT

To,  
The Members  
MEGLON INFRA-REAL (INDIA) LIMITED

Your Directors presenting their 31<sup>st</sup> Annual Report on the business and operations of the Company and statement of accounts for the year ended 31<sup>st</sup> March, 2019.

### Financial Summary/Highlights:

During the financial year, the performance of the Company is as under:

(Amounts in Rupees)

Particulars	2018-19	2017-18
Total Income	3,00,000	8,75,000
Less: Expenses	(6,97,867)	(8,92,000)
Profit/ (Loss) before exceptional and extraordinary items and tax	(3,97,867)	(17,000)
Exceptional items	-	-
Profit/(Loss) before extraordinary items and tax	(3,97,867)	(17,000)
Less: extraordinary items	-	-
Profit before tax	(3,97,867)	(17,000)
Current Tax	-	-
Deferred Tax	-	-
Profit (Loss) After Taxation	(3,97,867)	(17,000)

### Overview of Company's Financial Performance:

During the year under review, there is decrease in Income from Sales and Services was Rs. 3,00,000/- against Rs. 8,75,000/- in the previous year. The Company has suffered a net loss of Rs. (3,97,867) in the current financial year and net loss of Rs. (17,000) in the previous financial year.

### Transfer to reserves:

During the financial year, the Company did not transfer any amount to reserve.

### Dividend:

Considering the fact, that the Company has suffered a loss, your Directors have decided not to recommend any dividend on the equity shares for the year ended March 31, 2019.

### Change in the nature of business:

There was no change in the nature of business of the Company during the financial year.

### Public Deposits:

During the financial year 2018-19, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

### Subsidiaries, Associate and Joint venture Companies:

As on March 31, 2019, according to Companies Act, 2013 and rules made there under the Company does not have any Subsidiary Company, Associate Company and Joint Venture Company. Hence, 'Form AOC - 1' is not applicable.

### Directors and Key Managerial Personnel:

During the financial year 2018-2019 plenty of changes took place in Composition of Board of Directors and Key Managerial Personnel, effect of same is drastic for the Company. Details of which are as follows:

Name of Directors / Key Managerial Personnel	Particulars (Appointment / Resignation)	Date of Events
Mr. Inderjit K Sharma	Resignation as Managing Director	14/04/2018
Mrs. Shikha Sharma	Resignation as Director	14/04/2018
Mr. Vijay Jivraj Shah	Appointment as an Chief Financial Officer	30/05/2018
Mr. Vijay Jivraj Shah	Appointment as an Additional Non-Executive Director	13/08/2018
Ms. Khushboo Purvish Kotadia	Appointment as Secretary of the Company	01/10/2018
Mr. Rakesh Shantilal Surana	Resignation as an Independent Director of the Company	04/12/2018
Mr. Inderjit K Sharma	Appointment as an Additional Executive Director	28/12/2018
Mrs. Shikha Sharma	Appointment as an Additional Executive Director	28/12/2018
Mr. Naagraj Ganeshmal Jain	Resignation as an Director of the Company	30/12/2018
Ms. Pratibha Sanjeev Chaturvedi	Resignation as an Independent Director of the Company	30/12/2018
Ms. Seemaben Jayeshsingh Gaderia	Appointment as an Additional Independent Non- Executive Director	01/02/2019
Mr. Sunand Sat Bhardwaj	Appointment as an Independent Additional Non- Executive Director	01/02/2019

Mr. Vijay Jivraj Shah	Resignation as an Director & CFO of the Company	01/02/2019
Ms. Khushboo Purvish Kotadia	Resignation as Secretary of the Company	29/03/2019

**Change in The management of Company is as follows:**

<u>Earlier Management of the Company:</u>	<u>Current Management of the Company:</u>
1. Mr. Naagraj Ganeshmal Jain (DIN: 02169981)	1. Mr. Inderjit K Sharma (DIN: 07937704)
2. Mr. Rakesh Shantilal Surana (DIN: 00802876)	2. Mrs. Shikha Sharma (DIN: 07914240)
3. Mr. Vijay Jivraj Shah (DIN: 08220632)	3. Ms. Seemaben Jayeshsingh Gaderia (DIN: 07917002)
4. Ms. Pratibha Sanjeev Chaturvedi (DIN: 07269244)	4. Mr. Sunand Sat Bhardwaj (DIN: 07962512)

**Declaration by Independent Directors:**

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013 that he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:**

During the financial year, there were no such orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**Adequacy of Internal Financial Control:**

Subject to the matters described by Statutory Auditor in their report on the financial statements of the Company, 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.

**Committees of the Board**

In accordance with the Companies Act, 2013 and Listing Regulations, the Company has following Committees in place:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee

Details of the said Committees along with their charters, compositions and meetings held during the financial year, are provided in the “Report on Corporate Governance ‘Annexure D’, as a part of this Annual Report.

#### Establishment of Vigil Mechanism:

The Company has established and adopted Vigil Mechanism and the policy (Whistle Blower Policy) thereof for directors and employees of the Company in accordance with Section 177 of the Companies Act, 2013 or any other provisions of Companies Act, 2013 as well as Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015). During the year under review, no personnel of the Company approached the Audit Committee on any issue falling under the said policy. The vigil mechanism policy is available on the website of the Company at link: <http://www.meglonindia.in>

#### Particulars of remuneration to employees:

During the financial year, the Company has not paid remuneration to any employees which is covered under provision of section 197 of the Companies Act, 2013, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence, requisites disclosures required under the provision of section 197 of the Companies Act, 2013 and rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has not been furnished.

#### Management Discussion and Analysis:

The Management Discussion and Analysis forms part of the Directors’ Report is annexed herewith as ‘Annexure C’.

#### Corporate Governance Report:

As required by Chapter IV read with Schedule V, Part C of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on Corporate Governance form part of this Annual Report as ‘Annexure D’

#### Auditors:

##### **a) Statutory Auditors:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Ramasamy Koteswara Rao & Co, Chartered Accountants, (FRN: 010396S/S200084), the Statutory Auditors of the Company, hold office upto the conclusion of the ensuing Annual General Meeting.

The Board recommends the appointment of M/s. NSVR & ASSOCIATES LLP Chartered Accountants, (FRN: 008801S/S200060), to hold office from conclusion of ensuing Annual General Meeting till the conclusion of Next Annual General Meeting i.e. up to Annual General Meeting to be held for the financial year ended 31st March 2020, to conduct Statutory Audit for the financial years 2019-20 as the Statutory Auditors of the Company.

The consent of the Statutory Auditors along with certificate under Section 139 of the Act have been obtained from the Auditors to the effect that their appointment, if made, shall be in accordance with the prescribed conditions and that they are eligible to hold the office of Auditors of the Company.

Necessary resolution for of appointment of the said Statutory Auditors is included in the Notice of AGM for seeking approval of members.

Explanations by the Board on qualification, reservation or adverse remark or disclaimer made by the:

**b) Secretarial Auditor:**

Directors have appointed M/s. AVS and Associates, Practicing Company Secretaries to conduct the Secretarial Audit of the Company for the financial year 2018-2019, as required under Section 204 of the Companies Act, 2013 and rules made thereunder. Secretarial Auditor for the financial year 2018-2019 forms part of the Directors Report as 'Annexure B' to the Board's report.

• Company secretary in practice in his Secretarial Audit Report:

The Qualifications/Observations given by the Company secretary in practice in his Secretarial Audit Report for the financial year 2018-2019 is as follows:

Observations	Directors Reply
Composition of the Nomination and Remuneration Committee is not in accordance with the provisions of Section 178 of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company was in the process of identifying suitable candidate having relevant knowledge, qualification and experience for the post of Independent/Non-Executive Director, based on required criteria. Once, appointment has been made, the Company will appoint him/her as member of Nomination and Remuneration Committee.
The Company has not appointed Managing Director/Chief Executive Officer/Manager /Whole-Time Director and Internal Auditor of the Company during the financial year 2018-19 as required to appoint under the applicable provisions of the Companies Act, 2013.	The Company is still identifying suitable candidate for the position of Company Secretary and very soon it will be filled. Further, the Company has appointed Internal Auditor in the Company w.e.f. May 30, 2018.
Pursuant to Secretarial Standards - 2, Acknowledgments of Dispatch of Notice of 30 <sup>th</sup> AGM & Annual Report for the F.Y. 2018-19 to the shareholders not found in the records of the Company.	Acknowledgments of Dispatch of Notice of 30 <sup>th</sup> AGM & Annual Report meetings were available with the Company. However, the Company was not able to trace the same during the time of audit due to shifting of records of the Company.
Acquisition of 41.98% equity shares held by Heet Developers and Finance Pvt. Ltd. in the Company by IK Sharma E-Ventures Pvt. Ltd. & others by way of acquisitions of 100% shares of Heet Developers and Finance Pvt. Ltd., not in compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	The Company has not received any declaration from concerned person to comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
The Company has made delay in payment of Annual Listing Fees of the BSE Limited for the F.Y.2018-19.	The Company has inadvertently made delay in payment of listing fees due to its feeble financial position. Whereas, the same has been paid later on.

Newspapers Publications for the Notice of AGM held for the financial year 2017-18 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 not found in the records of the Company.

The Company has published the respective notice of board meetings, financial results and notice of the AGM in the newspapers. However, the Company was not able to trace the same during the time of audit due to shifting of records of the Company.

**Employees Stock Option Scheme (ESOS), Sweat Equity & Shares having differential voting rights:**

Your Company has not issued any shares to the employees of the Company under the Employee Stock Option Scheme, Sweat Equity and with differential voting rights in the previous financial year.

**Extract of Annual Return:**

In accordance with Section 134(3) (a) of the Companies Act, 2013, an extract of the Annual return in the prescribed format is annexed herewith as 'Annexure A' to the Board's report.

**Number of Meetings of the Board:**

During the financial year, 5 (Five) Board Meetings were held, the details of which are given in the Corporate Governance Report forming part of the Annual Report.

**Director's Responsibility Statement:**

Pursuant to the requirement of Section 134(3) (c) of the Companies Act 2013, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- a) That in the preparation of the accounts for the financial year ended on 31<sup>st</sup> March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures,
- b) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2019 and of the profit/loss of the Company for the year ended on that date;
- c) That the Directors had taken proper and sufficient care for the 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 fraud and other irregularities;
- d) That the Directors had prepared the accounts for the financial year ended on 31<sup>st</sup> March, 2019 on a 'going concern' basis.
- e) That Directors had laid down adequate financial controls and that the financial controls were adequate and were operating effectively.



- f) That Directors had devised proper systems to ensure compliance with the provisions of all applicable laws, all applicable secretarial standards were in place and were in adequate up to some extent.

**Policy on Director's appointment and remuneration:**

Policy for Selection and Appointment of Directors and their Remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters under Sub-section (3) of Section 178 of the Companies Act, 2013, adopted and altered by the Board and available at <http://www.meglonindia.in>

**Maintenance of Cost Records:**

Maintenance of Cost Records as specified by Central Government under Sub-Section 1 of section 148 of the Companies Act, 2013 is not applicable to the Company so it's not required to maintain by the Company.

**Disclosure under Sexual Harassment Act:**

The Company is committed to maintaining a productive environment for all its employees at various levels in the organization, free of sexual harassment and discrimination on the basis of gender. During the year, there were no complaints filed against any of the employees of the Company under this Act.

**Disclosure Under Section 43(A)(ii) of the Companies Act, 2013:**

During the year, the Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**Disclosure Under Section 54(1)(D) of the Companies Act, 2013:**

During the year, the Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**Disclosure Under Section 62(1)(B) of the Companies Act, 2013:**

During the year, the Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**Particulars of loans, guarantees or investments under Section 186:**

During the financial year 2018-2019, there are no such transactions transacted by the Company and hence particulars of details of loans, guarantee, security or investments covered under Section 186 of the Companies Act, 2013 are not required to be furnished. Additionally mentioned in details, in the notes to accounts of financial statements.

**Particulars of contracts or arrangements made with related parties:**

The Company has not entered in to any transactions/contracts/arrangements referred to in Section 188 (1) of Companies Act, 2013 with related party (ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013. Hence, 'Form AOC - 2' is not applicable.

**Corporate Social Responsibility (CSR):**

The Company is not falling in any criteria as mentioned in Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Act. Hence, provision of CSR is not applicable to the Company.

**Disclosure under Sexual Harassment Act:**

The Company is committed to maintaining a productive environment for all its employees at various levels in the organization, free of sexual harassment and discrimination on the basis of gender. During the year, there were no complaints filed against any of the employees of the Company under this Act.

**Material changes and commitments affecting financial position between the end of the financial year and date of report:**

There are no material changes and commitments occurred which affect the financial position of the Company between the end of the financial year and date of report.

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo:**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption are not required to be furnished considering the nature of activities undertaken by the Company during the year under review. Further during the year under review, the Company has neither earned nor used any foreign exchange.

**Risk Management Policy and Compliance Framework:**

Risk Management policy of the Company has been developed and implemented, recommended by the Audit Committee and approved by Board of Directors. In the opinion of the board the below given risks may threaten the existence of the Company:

**External Risk Factors:**

- a. Economic Environment
- b. Market conditions
- c. Competition
- d. Technology

**Internal Risk Factors:**

- a. Contractual Compliance
- b. Environmental Management
- c. Human Resource Management
- d. Change in the Management

**Board Evaluation:**

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and Individual Directors. Schedule IV of the Companies Act, 2013 and regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Policy for Evaluation of performance of Board of Directors of the Company is available at website of the Company available at <http://www.meglonindia.in>

**Acknowledgment:**

Your Directors would like to express their grateful appreciation for the assistance, support and co-operation received from the Banks, Government Authorities and Shareholders during the year under review.

By Order of the Board of Directors  
Meglon Infra-Real (India) Limited

SD/-

Inderjit K Sharma  
Director and Chairman  
DIN: 07937704  
22 Prathibha Row House, Honey Park  
Road Adajan, Surat, Gujarat 395009,  
India

Date: 30/05/2019  
Place: Surat

Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
As on the financial year ended on 31<sup>st</sup> March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L70100AP1987PLC007484
ii)	Registration Date	25/05/1987
iii)	Name of the Company	MEGLON INFRA-REAL (INDIA) LIMITED
iv)	Category / Sub-Category of the Company	Company having share capital/Indian Non - Government Company
v)	Address of the Registered office and contact details	W4/510 USMANSAHEBPET, STONE HOUSE PET, NELLORE, ANDHRA PRADESH - 524002
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Sharex (Dynamic) India Private Limited. Unit 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400 072, Maharashtra, India

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Real Estate Activities	6820	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NA**

SR. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	%of shares held	Applicable Section
-	-	-	-	-	-

**IV. SHAREHOLDING PATTERN**

(Equity Share Capital Breakup as percentage of Total Equity)

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>									
(1) Indian									
a) Individual /	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	20,98,700	200	20,98,900	41.98	20,98,900	-	20,98,900	41.98	-
e) Banks / FI									-
f) Any other. Persons	-	-	-	-	-	-	-	-	-
Sub- Total (A) (1):	20,98,700	200	20,98,900	41.98	20,98,900	-	20,98,900	41.98	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any	-	-	-	-	-	-	-	-	-
Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoters (A)=(A)(1)+(A) (2)</b>	20,98,700	200	20,98,900	41.98	20,98,900	-	20,98,900	41.98	-



iii) Foreign Bodies	-	-	-	-	-	-	-	-	-	-
iv) NRI/ OCBs	-	-	-	-	-	-	-	-	-	-
v) Clearing Members/ Clearing House	-	-	-	-	-	-	-	-	-	-
vi) Trusts	-	-	-	-	-	-	-	-	-	-
vii) Limited Liability Partnership	-	-	-	-	-	-	-	-	-	-
viii) Foreign Portfolio Investor (corporate)	-	-	-	-	-	-	-	-	-	-
ix) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-	-
x) Directors/ Relatives	-	-	-	-	-	-	-	-	-	-
xi) HUF	-	-	-	-	-	-	-	-	-	-
Sub- Total (B) (2)	15,37,145	12,93,055	28,30,200	56.60	17,75,745	10,54,455	28,30,200	56.60	-	
Total Public Shareholding (B)=(B)(1)+(B)(2)	16,08,045	12,93,055	29,01,100	58.02	18,46,645	10,54,455	29,01,100	58.02	-	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	37,06,945	12,93,055	50,00,000	100	39,45,345	10,54,655	50,00,000	100	-	

(ii) Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	%of total Shares of the company	%of Shares Pledged /encumbered to total shares	No. of Shares	%of total Shares of the company	%of Shares Pledged / Encumbered to total shares	
1.	Heet Developers And Finance Private Limited	20,98,900	41.98	-	20,98,900	41.98	-	-

(iii) Change in Promoters' Shareholding (please specify, if there is no change): No Change

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Heet Developers And Finance Private Limited</b>				
At the beginning of The year	20,98,900	41.98	20,98,900	41.98
Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweatequity	-	-	-	-
At the end of the year	20,98,900	41.98	20,98,900	41.98

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Piyushkumar Dilipkumar Mehta</b>				
At the beginning of the year	2,37,100	4.742	2,37,100	4.742
Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweatequity etc):	-	-	-	-
At the end of the year	2,37,100	4.742	2,37,100	4.742



	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Mahesh Shankar Dingankar</b>				
At the beginning of the year	2,29,050	4.581	2,29,050	4.581
Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweatequity etc):	-	-	-	-
At the end of the year	2,29,050	4.581	2,29,050	4.581

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Sayali Santosh Sawant</b>				
At the beginning of the year	1,98,172	3.963	1,98,172	3.963
Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
At the end of the year	1,98,172	3.963	1,98,172	3.963

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
Punit Paliram Saraogi				
At the beginning of the year	1,73,939	3.479	1,73,939	3.479
Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweatequity etc):	-	-		-
At the end of the year	1,73,939	3.479	1,73,939	3.479

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the compan	No. of shares	%of total shares of the company
Shaileshkumar Ishwarlal Patel				
At the beginning of the year	1,20,000	2.40	1,20,000	2.40
Decrease due to Transfer of shares	5,200	0.10	5,200	0.10
At the end of the year	1,14,800	2.30	1,14,800	2.30

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Jitendra Jayantilal Balotha</b>				
At the beginning of the year	1,08,900	2.178	1,08,900	2.178
Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweatequity etc):	-	-	-	-
At the end of the year	1,08,900	2.178	1,08,900	2.178

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>The Greater Bombay Co-Operative Bank</b>				
At the beginning of the year	70,900	1.418	70,900	1.418
Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweatequity etc):	-	-	-	-
At the end of the year	70,900	1.418	70,900	1.418

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Santosh Diwanji Sawant</b>				
At the beginning of the year	64,700	1.294	64,700	1.294
Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-		-
At the end of the year	64,700	1.294	64,700	1.294

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Shakti Gopal Vashisht</b>				
At the beginning of the year	59,000	1.180	59,000	1.180
Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweatequity etc):	-	-	-	-
At the end of the year	59,000	1.180	59,000	1.180

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
<b>Vishal Vijay Shah</b>				
At the beginning of the year	42,035	0.841	42,035	0.841
Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-		-
At the end of the year	42,035	0.841	42,035	0.841

**(v) Shareholding of Directors and Key Managerial Personnel: Nil**

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
-				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-

**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment: Nil

	Secured Loans excluding	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
▫Addition	-	-	-	-
▫Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL**

Sr. No	Particulars of Remuneration	-	-	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- As % of profit	-	-	-
	others, specify....3% of sales	-	-	-
5.	Others, please specify (Rent)	-	-	-
	Total (A)	-	-	-

**B. Remuneration to the Directors: NIL**

Sl. no.	Particulars of Remuneration	Name of Directors					Total
	Independent Directors Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	-	-	-	-	-	-
	<b>4. Other Non- Executive</b>	-	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-	-	-



Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD: NIL

Sr.	Particulars of Remuneration			Total
		Chief Financial Officer	Company Secretary (*Ms. Khushboo Purvish Kotadia)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961  (c) Profits in lieu of salary under	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify (Car	-	-	-
	<b>Total</b>	-	-	-

*\*Ms. Khushboo Purvish Kotadia has been appointed as Company Secretary of the Company with effect from 1<sup>st</sup> October, 2018 and has resigned from Company with effect from 29<sup>th</sup> March, 2019.*

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Company					
Penalty	NIL				
Punishment					
Compounding					
Directors					
Penalty	NIL				
Punishment					
Compounding					
Other Officers in Default					
Penalty	NIL				
Punishment					
Compounding					

By Order of the Board of Directors  
Meglon Infra-Real (India) Limited

SD/-

Inderjit K Sharma  
Director and Chairman  
DIN: 07937704  
22 Prathibha Row House, Honey Park Road Adajan, Surat, Gujarat 395009,  
India

Date: 30/05/2019  
Place: Gujarat

FORM NO. MR.3

**SECRETARIAL AUDIT REPORT**

For the Financial Year Ended 31<sup>st</sup> March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**Meglon Infra-Real (India) Limited**

Add: W4/510, Usmansaheb Pet, Stone Housepet,  
Nellore - 524002

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Meglon Infra-Real (India) Limited** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 ('**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.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 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 there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not applicable to the Company during the audit period**).

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(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, 2009 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018(**Not applicable to the Company during the audit period**);

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not Applicable to the Company during the audit period**)

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable to the Company during the audit period**)

(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;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Not Applicable to the Company during the audit period**) and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (**Not Applicable to the Company during the audit period**)

(vi) We further report that as Identified and Confirmed by the Company, No law is specifically applicable to it during the audit period.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except;

- Composition of the Nomination and Remuneration Committee is not in accordance with the provisions of Section 178 of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- The Company has not appointed Managing Director/Chief Executive Officer/Manager /Whole-Time Director and Internal Auditor of the Company during the financial year 2018-19 as required to appoint under the applicable provisions of the Companies Act, 2013.
- Pursuant to Secretarial Standards - 2, Acknowledgments of Dispatch of Notice of 30<sup>th</sup> AGM & Annual Report for the F.Y. 2017-18 to the shareholders not found in the records of the Company.
- Acquisition of 41.98% equity shares held by Heet Developers and Finance Pvt. Ltd. in the Company by IK Sharma E-Ventures Pvt. Ltd. & others by way of acquisitions of 100% shares of Heet Developers and Finance Pvt. Ltd., not in compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- The Company has made delay in payment of Annual Listing Fees of the BSE Limited for the F.Y.2018-19.
- Newspapers Publications for the Notice of AGM held for the financial year 2017-18 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 not found in the records of the Company;

**We further report that:**

Except mentioned above, 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 and agenda items were generally sent 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 at Board Meetings and Committee Meetings are carried out either unanimously or majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that the systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines are not adequate.

We further report that during the audit period, the Company has taken approval of shareholders in 30<sup>th</sup> Annual General Meeting held on September 29, 2018 for borrowing of money in excess of Paid up Share Capital, Free Reserves and Securities Premium of the Company for an amount not exceeding of Rs. 100 Crores and creation of charges on the assets of the Company for the said borrowing for an amount not exceeding of Rs. 100 Crores by way of Special Resolutions.

For AVS & Associates  
Company Secretaries

*SD/-*

**Shashank Ghaisas**  
**Partner**  
**Membership No. A40386**  
**C.P. No: 16893**

**Place: Navi Mumbai**  
**Date: 30.05.2019**

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

'Annexure - I'

To,  
The Members,  
**Meglon Infra-Real (India) Limited**  
Add: W4/510, Usmansaheb Pet, Stone Housepet,  
Nellore - 524002

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial and other records under applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
6. The Secretarial Audit report 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.

For AVS & Associates  
Company Secretaries

*SD/-*

**Shashank Ghaisas**  
Partner  
Membership No. A40386  
C.P. No: 16893

Place: Navi Mumbai  
Date: 30.05.2019

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 read with other regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented hereunder which forms part of the Annual Report.

### 1. INDUSTRY STRUCTURE AND DEVELOPMENTS:

The real estate sector has been witnessing a paradigm shift during the recent years through steady transformations to become a structured sector from an unorganized sector. It has a huge multiplier effect on the economy and therefore, is a big driver of economic growth.

The year 2018-19 has been transformative and disruptive for the Real Estate sector. This year, the sector has witnessed major policy changes in the form of The Real Estate.

### 2. OPPORTUNITIES AND THREATS:

The future seems to be fruitful for the Real Estate Sector but at the same time there are some factors which may prove to be a threat for the industry. Some of the major issues are enumerated below:

- In case of Realty Sector, GST is not the only tax payable by the customer but there are several other duties and charges that may vary from State to State such as Stamp Duty and Registration Charges which eventually adds up to the cost to be borne by the customer, since stamp duty has not been subsumed within GST.
- Due to the concept of decentralized registration under GST, every Real Estate Developer has to obtain registration in every state where the construction projects have been undertaken. It will be an arduous and a tedious task for the companies to execute with the compliance requirements such as returns, maintenance of separate records, etc. for each state.

### 3. OUTLOOK:

During the financial year 2018-2019 the management of the Company was unable to generate more revenues from business and operations. During the year under review, Income from principal business activity was Rs. 3,00,000/- against Rs. 8,75,000/- in the previous year. The Company has suffered a net loss of Rs. (3,97,867)/- in the current financial year and net loss of Rs. (17,000)/- in the previous financial year.



#### 4. RISK AND CONCERNS:

The management of the Company anticipates the major risks pertaining to the industry in which it operates such as economic, regulatory, taxation and environmental risks and also the investment outlook towards Indian Real estate sector. Real estate sector in India has traditionally been an unorganized sector of the economy. Some of the risks that may arise in normal course of its business and impact its potential for future developments inter-alia include liquidity risk, counter-party risk, commodity risk, credit risk, Inflation risk and market risk etc.

Accordingly, your Company has established a framework and process to monitor the exposures to implement appropriate measures in timely and effective manner. However, your Company has taken necessary steps to tackle these risks appropriately.

#### 5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of business. These procedures are designed to ensure that:

- Effective & Adequate internal control environment is maintained across the Company.
- All assets and resources are acquired economically, used efficiently and are adequately protected.

By Order of the Board of Directors  
Meglon Infra-Real (India) Limited

SD/-

Inderjit K Sharma  
Director and Chairman  
DIN: 07937704  
22 Prathibha Row House, Honey Park Road Adajan, Surat, Gujarat 395009,  
India

Date: 30/05/2019

Place: Gujrat

## **CORPORATE GOVERNANCE REPORT**

Pursuant to Chapter IV read with Schedule V, Part C of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### **CORPORATE GOVERNANCE PHILOSOPHY:**

Your company has been practicing the principles of good corporate governance and believes in importance of transparency and accountability in all facets of its operations. It is following sound systems to support healthy business operations and endeavors continuous improvements. Your company has implemented, to the extent possible, the recommendations of the code of corporate governance as per the guide-lines.

The Board of Directors of the company has adopted the code of conduct for its members and senior management covering company's value, principles, behavioral ideals, integrity, ethical conduct whereby interest of the company is taken care.

### **Whistle Blower Mechanism:**

The Company has established a mechanism which encourage all employees, officers and directors to report any suspected violation's which is promptly attended to and investigated for immediate action.

Pursuant to the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh listing Agreement with Stock Exchange (BSE).

Besides complying with legal requirements, Meglon has adopted best practices and set responsible standards of business. Good Corporate Governance practices have led the Company to raise its standards beyond compliances and foster commitment through-out the Company to adhere to these practices. Meglon continues to benchmark itself and strives to meet the expectations of all its stakeholders.

### **BOARD OF DIRECTORS:**

#### **Composition:**

The Board of the Company presently consists of Four Directors. The Board comprises of 50-50% strength i.e. Two Executive Directors & Two Non- Executive Directors. The Board also comprises of Independent Directors which brings in Independent judgment in the Board's deliberations and decisions. The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting as also the number of Directorships and Committee Memberships held by them in other companies were as under:

In terms of the Company's Corporate Governance Policy, all statutory and other significant material information are placed before the Board to enable it to discharge

its responsibility of strategic supervision of the Company.

The Board of Directors ('Board') of the Company is a balanced Board, comprising of Executive and Non-Executive Directors.

Composition of Board of Directors as on March 31, 2019 are as follows:

Category	No. of Directors
Executive Directors	2
Non-Executive Independent Directors	2
<b>Total</b>	<b>4</b>

The Company has thus complied with the requirement of having at least half of the Board members comprising of Non-Executive Independent Directors. Following are the status as on March 31, 2019.

The Board of your Company comprises of Four Directors as on March 31, 2019. The name and categories of Directors, the number of Directorships and Committee positions held by them in the companies are given below. None of the Director is a Director in more than 10 public limited Companies (as specified in section 165 of the Act) or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/she serves as a Whole-time Director in any listed company (as specified in Regulation 25 of the Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (as specified in Regulation 26 of the Listing Regulations), across all the Indian public limited companies in which he/she is a Director.

Director	Designation	Category	Particulars of other Directorship, Committee Memberships/ Chairmanships		
			*Other Directorships	#Committee Membership (Including Meglon)	#Committee Chairmanships (Including Meglon)
<b>Executive Directors</b>					
Inderjit K Sharma	Director	Executive	1	-	-
Ms. Shikha Sharma	Director	Executive	2	3	-
<b>Non-Executive Directors</b>					
Sunand Sat Bhardwaj	Director	Independent	-	-	3
Ms. Seemaben Jayeshsinh Gaderia	Director	Independent	2	3	-

*\*Excludes Directorship held in the Company, Foreign Companies, Amalgamated, in process of strike off, Companies formed under Section 25 of the Companies Act, 1956 & Section 8 of the Companies Act, 2013 and Directorship held as an alternate Director.*

*#Committee includes Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee. It also includes Membership/Chairmanship of Meglon Infra Real (India) Limited.*

#### Meetings and Attendance:

During the financial year ending on March 31, 2019, 5(Five) Meetings of the Board of Directors were held as follows and gap between two meetings were well within a period of 120 days:

Sr. No.	Date of Board Meeting	Board Strength	Number of Directors Present
1	30/05/2018	4	4
2	13/08/2018	4	4
3	01/10/2018	5	5
4	13/11/2018	5	5
5	14/02/2019	4	4

The attendance at the Board Meetings and at the 30<sup>th</sup> Annual General Meeting (AGM) during the financial year is as follows:

Sr. No.	Name of Directors	No. of Board Meetings Attended	Attendance at Last AGM
1	*Mr. Rakesh Surana	4	Yes
2	**Mr. Inderjit Sharma	1	No
3	***Mrs. Shikha Sharma	1	No
4	****Ms. Pratibha Chaturvedi	4	Yes
5	#Mr. Naagraj Jain	4	Yes
6	##Mr. Rajendra Shah	4	Yes

7	###Mr. Vijay Jivraj Shah	2	Yes
8	@Ms. Seemaben Jayeshsinh Gaderia	1	No
9	@@Mr. Sunand Sat Bhardwaj	1	No

\* Mr. Rakesh Surana has resigned as a Director from the Company w.e.f. 04th December, 2018.

\*\*Mr. Inderjit Sharma has appointed as a Director of Company w.e.f. 28th December, 2018.

\*\*\*Mrs. Shikha Sharma has appointed as a Director of Company w.e.f. 28th December, 2018.

\*\*\*\*Ms. Pratibha Chaturvedi has resigned as a Director from the Company w.e.f. 30th December, 2018.

#Mr. Naagraj Jain has resigned as a Director from the Company w.e.f. 30th December, 2018.

##Mr. Rajendra Shah w.e.f. has resigned as a Director from the Company 01st February, 2019.

###Mr. Vijay Jivraj Shah has resigned as a Director from the Company w.e.f. 01st February, 2019.

@Ms. Seemaben Jayeshsinh Gaderia has appointed as a Director of Company w.e.f. 01st February, 2019.

@@Mr. Sunand Sat Bhardwaj has appointed as a Director of Company w.e.f. 01st February, 2019.

### **Independent Directors:**

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration under Section 149(7) of the Act that he/she meets the criteria of independence as required under Section 149(6) of the Act and as per Regulation 16 (1) (b) of Listing Regulations. Further, on the basis of declarations, the board noted and confirm that, the independent directors fulfill the conditions specified in the Listing Regulation and are independent from the management. All Independent Directors maintain their limits of directorships as required under Listing Regulations. The maximum tenure of independent directors shall be in accordance with the Act and rules made thereunder, in this regard, from time to time.

### **Familiarization Programme for Independent Director:**

The Company has familiarized its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

### **Directors Relation Inter-se and Shareholding of Non - Executive Directors:**

Except Inderjit Sharma and Shikha Sharma, there is no inter-se relation between Directors of the Company and none of the Non-Executive Directors holding any shares in the Company.

### **Committees of the Board:**

Currently, there are Three Committees of the Board such as Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee. The terms of reference to the Board Committees are determined by the Board from time to time. Meetings of each Committee are convened by the respective Committees Chairman. The minutes of the Committee meetings are placed for information and noting of the Board.

#### **Audit Committee:**

##### **(i) Brief description of Terms of Reference:**

The roles, powers and functions of Audit Committee specified by the Board are in conformity with the requirements of regulation 18 and Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013. Terms of reference of the Committee includes inter alia;

- a) Overseeing the Company's financial reporting process to ensure disclosure of financial information as per the requirements of Stock Exchange and the Company Law requirements and to ensure that the financial statements are correct, sufficient and credible.
- b) Review and examination of quarterly, half yearly and annual financial statements and the auditors' report thereon before submission to the Board for approval.
- c) Review of Management Discussion & Analysis of financial condition and results of operations, statement of significant related party transactions.
- d) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and Internal Auditor and the fixation of audit fees and terms of appointment.
- e) Review and monitor the auditor's independence and performance and effectiveness of audit process.

- f) Approval or any subsequent modification of transactions of the Company with related parties.
- g) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- h) Review of adequacy of internal control systems, 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 and further recommending to the Internal Auditors the nature and scope of internal audit. Evaluation of risk management systems.
- i) Scrutiny of inter-corporate loans and investments.
- j) Valuation of undertakings or assets of the company, wherever it is necessary.
- k) Review of reports of Statutory and Internal Auditors and replies of the management thereof.
- l) 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 utilized for purposes other than those stated in the offer documents/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
- m) Review of 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.
- n) Review of the annual financial statements with the management before submission to the Board for approval, with particular reference to :
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on exercise of judgment of management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosures of any related party transactions.
  - Qualifications in the draft audit report.

- o) Review of management representation letters to be issued to the Statutory Auditors.
  - p) Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - q) Reviewing compliances as regards the Company's Whistle Blower Policy.
  - r) Approval of the appointment of the Chief Financial Officer (CFO) of the Company after assessing the qualifications, experience & background, etc. of the Candidate.
  - s) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
  - t) Management discussion and analysis of financial condition and results of operations.
  - u) Management letters / letters of internal control weaknesses issued by the statutory auditors.
  - v) Appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
  - w) Statement of deviations, if any.
- i) **Composition of the Committee, Name of the members and the Chairman and Attendance:**

As on March 31, 2019, the Audit Committee comprises of three Directors and majority are of independent Directors. The Chairman and other Members of the Committee are having ability to read and understand financial statement. Besides, all members have knowledge of finance, accounting and law.

Composition of the Audit Committee during the year 2018-19 and status of the attendance of members were as follows:



**Composition of Committee:**

Name of the Directors	Position	Meetings held	Meetings attended
Mr. Rakesh Surana	Chairman	4	3
Mr. Inderjit Sharma	Member	4	1
Ms. Pratibha Chaturvedi	Member	4	3
Mr. Naagraj Jain	Member	4	3
Ms. Seemaben Jayeshsinh Gaderia	Member	4	1
Mr. Sunand Sat Bhardwaj	Chairman	4	1

**ii) Meetings of the Audit Committee:**

The Audit Committee met Four times during the financial year 2018-19 i.e. 30/05/2018, 13/08/2018, 13/11/2018 and 14/02/2019. Necessary quorum was present at all the meetings of the Committee held during the year under review.

**B) Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee is constituted pursuant to Section 178 of Companies Act, 2013 and regulation 19 and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to fix compensation/remuneration for managing/ Whole-time Directors, KMP and relative of Directors.

**i) Terms of Reference:**

The Nomination and Remuneration Committee is empowered to determine, inter-alia, include the following:

- a) Formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) Formulate criteria for evaluation of Independent Directors and the Board.
- c) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- d) Carry out evaluation of every Director's performance.
- e) Recommend to the Board the appointment and removal of Directors and Senior Management.

- f) Recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel, Senior Management and other employees.
  - g) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - h) Devise a policy on Board diversity.
  - i) Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
  - j) Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
  - k) Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
  - l) Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.
  - m) Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice
  - n) Carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
  - o) Perform such other functions as may be necessary or appropriate for the performance of its duties.
  - p) Extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- ii) **Composition, Name of the Member, Chairman and Attendance at Meeting:**

As on March 31, 2019, The Nomination and Remuneration Committee comprises of Three Directors. The Chairperson of the Committee is a Non-Executive and Independent Director. During the year 2018-19 and status of the attendance of members were as follows:

**Composition of Committee:**

Name of the Directors	Position	Meetings held	Meetings attended
Mr. Rakesh Surana	Chairman	3	2
Mr. Inderjit Sharma	Member	3	1
Ms. Pratibha Chaturvedi	Member	3	2
Mr. Naagraj Jain	Member	3	2
Ms. Seemaben Jayeshsinh Gaderia	Member	3	1
Mr. Sunand Sat Bhardwaj	Chairman	3	1

The Nomination and Remuneration Committee met Two times during the financial year 2018-19 i.e. 30/05/2018, 01/10/2018, 14/02/2019. Necessary quorum was present at all the meetings of the Committee held during the year under review.

**iii) Nomination and Remuneration Policy:**

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The said Policy of the Company, *inter alia*, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The said Policy also includes criteria for making payments to Non-Executive Directors. The policy is available at <http://www.meglonindia.in/>

(c) Stakeholders Relationship Committee:

(i) Composition and Status of the Attendance:

The Company has a Stakeholders Relationship Committee. Composition of the Stakeholders Relationship Committee during the year 2018-19 and status of the attendance of members were as follows:

Composition of Committee:

Name of the Directors	Position	Meetings held	Meeting attended
Mr. Rakesh Surana	Chairman	4	3
Mr. Inderjit Sharma	Member	4	1
Ms. Pratibha Chaturvedi	Member	4	3
Mr. Naagraj Jain	Member	4	3
Ms. Seemaben Jayeshsinh Gaderia	Member	4	1
Mr. Sunand Sat Bhardwaj	Chairman	4	1

The Stakeholders Relationship Committee met Four times during the financial year 2018-19 i.e. 30/05/2018, 13/08/2018, 13/11/2018 and 14/02/2019. Necessary quorum was present at all the meetings of the Committee held during the year under review.

(i) Complaints/request received from Shareholders during the period 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019 and its status:

Status of Complaints received during the year 2018-19 are as follows:

Received during the year	3
Disposed during the year	2
Pending at the end of the year	1

REMUNERATION TO DIRECTORS:

a. Sitting Fees to Independent Director / Pecuniary relationship with Non-Executive Director:

During the financial year 2018-19, the Company has not entered into any transaction with the Non-Executive Director of the Company and also not paid sitting fees to any directors for attending meetings.

**b. Remuneration to Executive Directors:**

During the financial year 2018-19, the Company has not paid any remuneration to its Executive Directors as per details given below:

**GENERAL BODY MEETINGS:**

The Annual General Meetings ('AGMs') of the Company have been held at the registered office of the Company at W4/510 Usmansaheb Pet, Stone house Pet, Nellore, Andhra Pradesh - 524002, India in the last three years at the time and date given below:

AGM	Year	Day & Date	Time	Special Resolution passed
28 <sup>th</sup>	2015-16	Friday, 30 <sup>th</sup> September, 2016	10.00 a.m.	-
29 <sup>th</sup>	2016-17	Monday, 13 <sup>th</sup> November, 2017	10.00 a.m.	Appointment of Mr. Inderjit K. Sharma (DIN: 07937704) as Managing Director of the Company.
30 <sup>th</sup>	2017-18	Saturday, 29 <sup>th</sup> September, 2018	9:30 a.m.	1. Approval of limits for borrowing money by the Company in terms of the Provisions Section 180(1) (C) of the Companies Act. 2013. 2. Approval of limits for creating charge on assets of the Company in terms of the Provisions Section 180(1) (a) of the Companies Act. 2013.

No resolution was passed through postal ballot last year. Also No resolution is proposed to be passed through postal ballot.

**MEANS OF COMMUNICATION:**

1. The quarterly, half yearly and annual results of the Company are submitted to the BSE Ltd. (Bombay Stock Exchange). The result(s) were generally published in 'Financial Express' and 'Prajasakti'. The Annual report is also posted to all shareholders.
2. The quarterly, half yearly and annual results of the Company are also displayed on Company's website i.e. [http://www.meglonindia.in/\\_right](http://www.meglonindia.in/_right) after their declaration of stock exchange.
3. During the Financial Year 2018-19, the Company has not displayed its results in any official news releases and no presentations were made to any Institutional Investors and analysts.

**GENERAL SHAREHOLDERS' INFORMATION:****a) Particulars of ensuing Annual General Meeting:**

Venue	W4/510 Usman Saheb Pet, Stone House Pet, Nellore, Andhra Pradesh - 524002, India
Time	09:30 A.M.
Day	Monday
Date	30/09/2019
Financial Year ended	31 <sup>st</sup> March, 2019
Dividend Payment Date	Not Applicable

**b) Stock Exchanges where shares are listed:**

Name and address of the stock exchange	Stock Code/Symbol
BSE Limited Bombay Stock Exchange, P. J. Towers, Dalal Street, Mumbai-400001	522091

**c) Stock Market data:**

- (i) Monthly high and low quotations of the Company's shares on BSE during the financial year 2018-2019 are as follows -

Year	Month	BSE Sensex	
		High (in Rs.)	Low (in Rs.)
2018	April	9.03	7.02
2018	May	6.67	6.67
2018	June	6.34	6.34
2018	July	6.03	5.45
2018	August	5.45	5.45
2018	September	5.45	5.45
2018	October	5.18	4.94
2018	November	4.70	4.47
2018	December	4.25	4.04
2019	March	4.04	3.85

(c) Distribution of Shareholding as on March 31, 2019:

Range	Number of Holders	% to Total Holders	Shareholding (Shares)	% to Total Capital
1 to 5000	5763	94.72%	9468610	18.94%
5001 to 10000	192	3.16%	1657820	3.32%
10001 to 20000	68	1.12%	1072300	2.14%
20001 to 30000	21	0.34%	552440	1.10%
30001 to 40000	4	0.06%	149000	0.30%
40001 to 50000	9	0.15%	429390	0.86%
50001 to 100000	4	0.07%	303300	0.60%
100001 to above	23	0.38%	36367140	72.73%
TOTAL	6084	100	50,00,000	100

(d) Status of dematerialization of shares and liquidity as on March 31, 2019:

Details	No. of shares	% of Share Capital
Nationalized Securities Depository Ltd.	31,94,184	63.89%
Central Depository Services (India) Ltd.	7,51,161	15.02%
<b>Total dematerialized</b>	<b>39,45,345</b>	<b>78.07%</b>
Physical	10,54,655	21.93%
<b>Total</b>	<b>50,00,000</b>	<b>100%</b>

(e) Outstanding GDR/ ADR/ Warrants, any Convertible Instruments, Conversion dates and its likely impact on the equity:

No GDR/ ADR are in the Company as at March 31, 2019. No warrants are outstanding as at March 31, 2019.

**(f) Commodity Price Risk or Foreign Exchange Risk or Hedging Activities:**

**Commodity Risk:** During the year, the Company has managed commodity risk.  
**Foreign Exchange Risk:** During the Financial year, the Company has not involved in the any foreign transactions.

**Hedging Activities:** During the Financial year, no hedging activities carried out of by the Company.

**(g) Compliance Officer:**

Inderjit Sharma  
Compliance Officer  
W4 / 510, Usmansaheb Pet, Stone House Pet, Nellore - 524002,  
Andhra Pradesh. INDIA.  
Email: [meglonlimited@gmail.com](mailto:meglonlimited@gmail.com)  
Tel No +91 22 22651479  
Web: [www.meglonindia.in](http://www.meglonindia.in)

**(h) Address for Investor Correspondence:**

Sr. No.	For Shares held in Physical Form	For Shares held in Demat Form
1.	<b>Registrar &amp; Transfer Agents :</b> <b>M/s. Sharex Dynamic (India) Private Limited.</b> Unit-1, Luthra Ind. Premises, Andheri-Kurla Road., Safed pool, Andheri East-400072, Mumbai. Tel No: +91 22 28515606 Fax: +91 22 28512885 E-mail: <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a> Web: <a href="http://www.sharexindia.com">www.sharexindia.com</a>	<b>To Respective Depository Participant</b>
2.	<b>Registered Office:</b> <b>Meglon Infra-Real (India) Limited</b> W4 / 510, Usmansaheb Pet, Stone House Pet, Nellore - 524002, Andhra Pradesh. INDIA. Email: <a href="mailto:meglonlimited@gmail.com">meglonlimited@gmail.com</a> Tel No +91 22 22651479 Web: <a href="http://www.meglonindia.in">http://www.meglonindia.in</a>	



## DISCLOSURES:

### (a) Disclosure on Related Party Transactions:

During the year, the Company has not entered in to any transactions/contracts/arrangements with related party (ies). However, a Policy for consideration and approval of Related Party Transactions of the Company can be accessed from the following web link: <http://www.meglonindia.in>.

### (b) Details of non-compliance by the Company, penalties and structures imposed on the Company by the Stock Exchanges or SEBI or any statutory authorities or any matter related to capital markets during the last three years:

The Company has complied with the requirement of regulatory authorities on matters related to capital market and no penalties/ stricture have been imposed against the Company during the last three years.

### (c) Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee:

The Company has adopted the Whistle Blower Policy and placed it on the website of the Company. During the period under review, no personnel of the Company have been denied access to the Audit Committee on any issue falling under the said policy. Link of same is <http://www.meglonindia.in/>

### (d) Details of compliance with the mandatory requirements and adoption of the non- mandatory requirements:

The Company has generally complied with all the mandatory requirements as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. The Chairman of the Audit Committee was present at the 30<sup>th</sup> Annual General Meeting, and replied to the shareholder's queries. Further the Company has not adopted non-mandatory requirement of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### (e) Material Subsidiary (ies):

Since, the Company does not have any Subsidiary, hence, the policy for determining 'Material Subsidiary' is not adopted.

(f) **Adoption of Part - E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

As on 31<sup>st</sup> March, 2019, the Chairman of the Company is Executive Director. Unmodified Opinion of Auditor considered by the Company. Further No Chief Executive officer and Company Secretary in the Company as on 31<sup>st</sup> March, 2019.

(g) **Disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46:**

Since, the Company's Paid up Share Capital is not exceeding Rupees Ten Crores and Net Worth not exceeding Rupees Twenty Five Crores, Hence, compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub- regulation (2) of regulation 46 are not applicable to the Company.

(h) **Declaration under Regulation 17 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015:**

As provided under regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the code of Conduct for Board of Directors and Senior Management for the year ended March 31, 2019.

(i) **Compliance Certificate on Corporate Governance:**

Your Company is committed to adopting the best Corporate Governance practices. It believes that proper corporate governance is not just a regulatory compliance but also a facilitator for enhancement of stakeholder's value. Reports on Corporate Governance and Management Discussions & Analysis are annexed and form part of this report.

By Order of the Board of Directors  
Meglon Infra-Real (India) Limited

SD/-

Inderjit K Sharma  
Director and Chairman  
DIN: 07937704  
22 Prathibha Row House, Honey Park  
Road Adajan, Surat, Gujarat 395009,  
India

Date: 30/05/2019  
Place: Gujarat

## **INDEPENDENT AUDITOR'S REPORT**

**To The Members of  
MEGLON INFRA – REAL (INDIA) LIMITED**

### **Report on the Audit of the Ind AS Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of **MEGLON INFRA – REAL (INDIA) LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

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, 2019, and its loss, its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

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

#### **Information Other than the Financial Statements and Auditor's Report Thereon**

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors report, but does not include the financial statements and our auditor's report thereon.
- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information 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 of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Management's Responsibility for the Financial Statements**

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, cash flows and changes in equity 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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.

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

## **Auditor's Responsibility for the Audit of the Financial Statements**

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.

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

- 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.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- 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.

- 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.

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.

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.

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

1. 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, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 over financial reporting 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 over financial reporting.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid the remuneration to its directors during the year.

- 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 does not have any pending litigations which would impact its financial position;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("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.

For Ramasamy Koteswara Rao and Co LLP,  
Chartered Accountants  
Firm Registration Number: 010396S/S200084

SD/-

Place: Hyderabad  
Date: 30-05-2019

(C V Koteswara Rao)  
Partner  
Membership No.028353

**Annexure-A to the Auditors' Report (referred to in paragraph 1 of our Report of even date to the Members of "MEGLON INFRA – REAL (INDIA) LIMITED") for the year ended March 31, 2019)**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that;

- i. The Company doesn't have Fixed Assets. Accordingly, the provisions of clause 3 (i) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- ii. The Company does not hold any physical inventory. Thus, paragraph 3(ii) of the Order is not applicable to the company.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. The Company has neither granted loans nor made any investment. Hence provisions of sec 185 & 186 of Companies Act, 2013 are not applicable.
- v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been irregular in depositing undisputed statutory dues including Income-Tax, Goods and Service Tax, Duty of Customs, Duty of Excise, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, Except the following are the undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.

S.No.	Name of the Statute	Period the amount which relates	Amount Unpaid (Rs.)
1.	Professional Tax	2018-19	4,525
2.	The Income Tax Act, 1961	2011-12	52,290

- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, Goods and Service Tax outstanding on account of dispute.
- viii. In our opinion and according to the information and explanations given by the management, the Company does not have any loans or borrowings from banks, financial institutions and debenture holders. Accordingly, the provisions of clause 3 (viii) of the Order are not applicable to the Company and hence not commented upon.
- ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

- x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or on the company by the officers and employees of the Company has been noticed or reported during the year.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, the provisions of section 197 read with Schedule V to the Companies Act are complied.
- xii. In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- xiii. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and hence not commented upon.
- xv. According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company and hence not commented upon.

For Ramasamy Koteswara Rao and Co LLP  
Chartered Accountants  
Firm Registration Number: 010396S/S200084

SD/-

Place: Hyderabad  
Date: 30-05-2019

(C V Koteswara Rao)  
Partner  
Membership No.028353



**Annexure B to the Independent Auditor's Report of Even Date on the Financial Statements of MEGLON INFRA – REAL (INDIA) LIMITED')**

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

To the Members of **MEGLON INFRA – REAL (INDIA) LIMITED')**

We have audited the internal financial controls over financial reporting of **MEGLON INFRA – REAL (INDIA) LIMITED')** ("the Company") as of March 31, 2019 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 the 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.

**Auditor's 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 as specified under section 143(10) of the Companies Act, 2013, to the extent 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 judgment, 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 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 authorizations 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, 2019, 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 Ramasamy Koteswara Rao and Co LLP  
Chartered Accountants  
Firm Registration Number: 010396S/S200084

SD/-

Place: Hyderabad  
Date: 30-05-2019

(C V Koteswara Rao)  
Partner  
Membership No.028353

**MEGLON INFRA- REAL (INDIA ) LIMITED**  
**CIN: L70100AP1987PLC007484**  
**BALANCE SHEET AS AT 31st MARCH 2019**

in INR

Particulars	Notes	March 31, 2019	March 31, 2018
<b><u>I. ASSETS</u></b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment	2	-	-
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Other assets		-	-
(e) Financial Assets			
(i) Investments	3	2,528,410	2,528,410
(f) Deferred tax assets (net)		-	-
(g) Other non-current assets		-	-
<b>Total non current assets</b>		<b>2,528,410</b>	<b>2,528,410</b>
<b>(2) Current Assets</b>			
(a) Financial Assets			
(i) Trade receivables	4	66,711	309,211
(ii) Cash and cash equivalents	5	249,747	76,491
(iii) Loans and advances		-	-
(b) Other current assets	6	15,357,900	15,671,900
<b>Total current assets</b>		<b>15,674,358</b>	<b>16,057,602</b>
<b>TOTAL ASSETS</b>		<b>18,202,768</b>	<b>18,586,012</b>
<b><u>II. EQUITY AND LIABILITIES</u></b>			
<b>(1) Equity</b>			
(a) Equity share capital	7	50,000,000	50,000,000
(b) Other equity	8	(32,405,733)	(32,007,866)
<b>Total equity</b>		<b>17,594,267</b>	<b>17,992,134</b>
<b>(3) Non current liabilities</b>			
(a) Financial liabilities			
(i) Other financial liabilities		-	-
(b) Deferred tax liability		-	-
(c) Provisions		-	-
(d) Other liabilities		-	-
<b>Total Non Current Liabilities</b>		<b>-</b>	<b>-</b>
<b>(4) Current liabilities</b>			
(a) Financial liabilities			
(i) Trade payables	9	61,377	46,650
(ii) Other financial liabilities		-	-
(b) Other current liabilities	10	547,125	547,229
(c) Short-term provisions		-	-
(d) Liabilities for current tax (net)		-	-
<b>Total Current liabilities</b>		<b>608,501</b>	<b>593,878</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>18,202,768</b>	<b>18,586,012</b>
Notes forming part of the financial statements	1		
As per our report attached			
<b>For Ramasamy Koteswara Rao and Co LLP</b>		<b>For and on behalf of the Board of Directors</b>	
Chartered Accountants			
Firm Regn. No. 010396S/S200084			
		SD/-	SD/-
		<b>Inderjit Sharma</b>	<b>Shikha Sharma</b>
		Director	Director
		DIN: 07937704	DIN: 07914240
SD/-			
<b>C.V. Koteswara Rao</b>			
Partner			
Membership No. 028353			
Place: Hyderabad			
Date: May 30, 2019			

## MEGLON INFRA- REAL (INDIA ) LIMITED

CIN: L70100AP1987PLC007484

## Statement of Profit and Loss for the year ended 31st March 2019

in INR

Particulars	Notes	Year ended March 31, 2019	Year ended March 31, 2018
<b>Revenue</b>			
I. Revenue from Operations	11	300,000	875,000
II. Other income	12	-	-
<b>III. Total Income (I+II)</b>		<b>300,000</b>	<b>875,000</b>
<b>IV. Expenses</b>			
Employee Benefits Expenses	13	-	68,350
Depreciation and Amortization Expenses	2	-	-
Other Expenses	14	697,867	823,650
<b>Total Expenses (IV)</b>		<b>697,867</b>	<b>892,000</b>
<b>V. Profit/(loss) before Tax (III - IV)</b>		<b>(397,867)</b>	<b>(17,000)</b>
<b>VI. Tax expense:</b>			
1. Current tax		-	-
2. Deferred tax		-	-
3. MAT credit		-	-
<b>VII. Profit/(Loss) for the year</b>		<b>(397,867)</b>	<b>(17,000)</b>
<b>VIII. Other comprehensive income</b>			
A. (i) Items that will not be reclassified to profit or loss			
Remeasurement of Investments		-	-
Remeasurements of leave encashment on employee benefits		-	-
(ii) Items that will be reclassified to profit or loss		-	-
Foreign currency translation differences		-	-
B (i) Income tax relating to items that will not be reclassified to profit or loss		-	-
Total other comprehensive income net of taxes		-	-
<b>IX. Total comprehensive income for the period</b>		<b>(397,867)</b>	<b>(17,000)</b>
<b>X. Earnings per equity share</b>			
1. Basic		(0.08)	(0.00)
2. Diluted		(0.08)	(0.00)
Notes forming part of the financial statements	1		
As per our report of even date attached			
<b>For Ramasamy Koteswara Rao and Co LLP</b>		<b>For and on behalf of the Board of Directors</b>	
Chartered Accountants			
Firm Regn. No. 010396S/S200084			
SD/-		SD/-	SD/-
<b>C.V. Koteswara Rao</b>		<b>Inderjit Sharma</b>	<b>Shikha Sharma</b>
Partner		Director	Director
Membership No. 028353		DIN: 07937704	DIN: 07914240
Hyderabad			
Date: May 30, 2019			

Particulars	As at		As at	
	March 31, 2019		March 31, 2018	
<b>Note 3</b>				
<b>(i) Investments in Equity Instruments</b>				
Ganga Pharmaceuticals Limited 1,148,648 (1,148,648) equity shares of Rs.10 each, fully paid-up	2,000,000		2,000,000	
Lamansion Granites Limited 750,001 (750,001) Equity shares of SGD.1 each, fully paid-up)	62,410		62,410	
Parag Fans & Cooling Systems Limited	466,000		466,000	
Less: Provision for diminution in value of investment FVTOCI	-		-	
<b>Total</b>	<b>2,528,410</b>		<b>2,528,410</b>	
<b>Note 4</b>				
<b>Trade Receivables</b>				
<b>Unsecured</b>				
Considered good	66,711		309,211	
Considered doubtful	-		-	
	66,711		309,211	
Less:				
Allowances for doubtful debts	-		-	
<b>Total</b>	<b>66,711</b>		<b>309,211</b>	
<b>Note 5</b>				
<b>Cash and cash equivalents</b>				
<b>(a) Balances with Banks</b>				
- Current Accounts	2,220		47,382	
- Deposit Accounts	-		-	
- Cash on Hand	247,528		29,109	
	249,747		76,491	
<b>(b) Other bank balances</b>				
(i) Unclaimed Dividends	-		-	
(ii) Balances under deposits *	-		-	
	-		-	
<b>Total</b>	<b>249,747</b>		<b>76,491</b>	
<b>Note 6</b>				
<b>Other current assets</b>				
Advance tax & TDS	30,789		15,789	
Deposits and other advances	15,190,111		15,656,111	
Other receivable	137,000		-	
<b>Total</b>	<b>15,357,900</b>		<b>15,671,900</b>	
<b>Note 7</b>				
<b>Equity Share Capital</b>				
(i) Authorised 60,000,000 Equity shares of Rs 10 each	60,000,000		60,000,000	
(ii) Issued Subscribed and fully paid up: 50,000,000 Equity Shares of Rs 10 each fully paid-up	50,000,000		50,000,000	
<b>Total</b>	<b>50,000,000</b>		<b>50,000,000</b>	
<b>b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:</b>				
Particulars	As at March 31, 2019		As at March 31, 2018	
Equity Shares:	No. of Shares	in Rs.	No. of Shares	in Rs
Shares outstanding at the beginning of the year	5,000,000	50,000,000	5,000,000	50,000,000
Add: Issued and allotted during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>5,000,000</b>	<b>50,000,000</b>	<b>5,000,000</b>	<b>50,000,000</b>
(i) Terms/Rights and restrictions attached to the equity shares: The Company has only one class of equity shares having a face value of Rs. 10/-. Each share holder is eligible for one vote per share held.				
(ii) The details of shareholder holding more than 5% shares in the Company:				
<b>Particulars</b>	<b>As at March 31, 2019</b>		<b>As at March 31, 2018</b>	
	No. of Shares	in %	No. of Shares	in %
Heet Developers and Finance Private Limited	2,098,900	41.98%	2,098,900	41.98%

<b>Note 8</b>		
<b>Particulars</b>	March 31, 2019	March 31, 2018
<b>Other Equity</b>		
(i) Capital Reserve	-	-
(ii) <i>General Reserve</i>		
Opening balance	-	-
Transferred from retained earnings	-	-
Total General Reserve	-	-
(iii) Investment subsidy	-	-
(iv) Securities Premium Reserve	-	-
(v) Share Application Money Pending Allotment	-	-
(vi) Employee Stock Options Outstanding Account	-	-
(vii) Retained Earnings		
Opening	(32,007,866)	(31,990,867)
Profit for the year/quarter	(397,867)	(17,000)
Remeasurement of Investments	-	-
Less: Interim dividend for the year	-	-
Dividend tax	-	-
	(32,405,733)	(32,007,866)
(viii) Currency translation reserve		
Opening	-	-
Addition/deduction during the year	-	-
	-	-
<b>Total</b>	<b>(32,405,733)</b>	<b>(32,007,866)</b>
<b>Note 9</b>		
<b>Trade and other payables</b>		
Trade Payables	29,185	-
Outstanding expenses	32,192	46,650
<b>Total</b>	<b>61,377</b>	<b>46,650</b>
<b>Note 10</b>		
<b>Other current liabilities</b>		
Statutory Liabilities	132,250	238,554
Other advances	-	-
Other Liabilities	414,875	308,675
<b>Total</b>	<b>547,125</b>	<b>547,229</b>

in INR		
Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
<b>Note 11</b>		
<b>Revenue from Operations</b>		
Brokerage	300,000	875,000
<b>Total</b>	<b>300,000</b>	<b>875,000</b>
<b>Note 12</b>		
<b>Other Income</b>		
Interest income	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>Note 13</b>		
<b>Employee benefit expense</b>		
Salaries & Wages	-	-
Contribution to Provident and Other Funds		68,350
Managerial Remuneration	-	-
<b>Total</b>	<b>-</b>	<b>68,350</b>
<b>Note 14</b>		
<b>Other Expenses</b>		
Office Expenses	17,800.00	255
Advertisement Charges	25,725	14,490
Rent	-	-
Telephone expenses	-	-
Listing Fees to Stock Exchanges	265,500	340,600
Fees for NSDL & CDSL	37,237	52,940
Share transfer agent fee	69,557	96,496
Professional charges	83,100	90,000
Other expenses	7,000	255
Auditors remuneration	75,000	88,500
Bank Charges	118	277
Printing and Stationery	5,780	25,225
Bad Debts Writtenoff	-	5,938
Provision for tax defaults	-	52,290
Profession Tax	2,500	2,500
Roc Fees	75,400	1,800
Certification fee	15,000	
Travel Expenses	-	12,375
GST	1,350	-
Provident Fund	600	-
TDS Interest & Penalty	-	39,708
Rates and Taxes	16,200	
<b>Total</b>	<b>697,867</b>	<b>823,650</b>

**MEGLON INFRA- REAL (INDIA ) LIMITED**  
**CIN: L70100AP1987PLC007484**  
**Cash flow statement for the year ended 31st March 2019**

in INR

	<b>Particulars</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>
<b>A</b>	<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
	Net profit before tax	(397,867)	(17,000)
	Adjusted for :		
	Depreciation	-	-
	Interest & other income received	-	-
	Other expenses	-	-
	Prov for diminution in value of investment	-	-
	Loss on sale of / discarded assets (net)	-	-
	Provision for doubtful debts	-	-
	Operating profits before working capital charges	(397,867)	(17,000)
	<b>Changes in current assets and liabilities</b>		
	(Increase)/Decrease in Trade Receivables	242,500	(287,711)
	(Increase)/Decrease in financial and non-financial assets	314,000	(9,851)
	Increase/(Decrease) in financial and non-financial liabilities	(104)	141,737
	Increase/(Decrease) in Trade payables	14,727	46,650
	Cash generated from operations	173,256	(126,175)
	Income taxes paid	-	-
	Net cash generated from operating activities	173,256	(126,175)
<b>B</b>	<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
	Purchase of fixed assets	-	-
	Proceeds on sale of fixed assets	-	-
	Sale of investment property	-	-
	Interest & other income received	-	-
	Net cash used in investing activities	-	-
<b>C</b>	<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
	Proceeds from issue of share warrants	-	-
	Proceeds from issue of ESOPs	-	-
	Dividends and dividend tax paid during the year	-	-
	Net Cash generated from financing activities	-	-
<b>D</b>	<b>Net increase / (decrease) in cash and cash equivalents</b>	173,256	(126,175)
<b>E</b>	<b>Cash and cash equivalents at the beginning of the year</b>	76,491	202,665
<b>F</b>	<b>Cash and cash equivalents at the end of the year</b>	<b>249,747</b>	<b>76,491</b>
	<b>Cash and cash equivalents</b>		
	Balance with banks	2,220	47,382
	Cash in Hand	247,528	29,109
	<b>Total</b>	<b>249,747</b>	<b>76,491</b>
	<b>Notes forming part of the financial statements</b>		

As per our report of even date attached

**For Ramasamy Koteswara Rao and Co LLP**

Chartered Accountants

Firm Regn. No. 010396S/S200084

SD/-

**C.V. Koteswara Rao**

Partner

Membership No. 028353

Place: Hyderabad

Date: May 30, 2019

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

SD/-

**Inderjit Sharma**

Director

DIN: 07937704

SD/-

**Shikha Sharma**

Director

DIN: 07914240



**MEGLON INFRA- REAL (INDIA ) LIMITED**

Hyderabad

**Statement of changes in equity****A. Equity share capital**

Particulars	Number	in Rs.
Balance as on 1 April 2018	5,000,000	50,000,000
Changes in equity share capital during the year	-	-
Balance as on 31 March 2019	5,000,000	50,000,000

**B. Other Equity**

Particulars	Capital Reserve	General Reserve	Profit and Loss/Retain earnings	Total
Balance as at 1 April 2018	-	-	(32,007,866)	(32,007,866)
<b>Profit for the Year</b>	-	-	(397,867)	(397,867)
Other Comprehensive income	-	-	-	-
Remeasurement of ESOP provision	-	-	-	-
Share application money	-	-	-	-
Issue of Equity shares	-	-	-	-
ESOP Expense	-	-	-	-
Foreign currency translation	-	-	-	-
Balance as at 1 April 2019	-	-	(32,405,733)	(32,405,733)

Notes forming part of the financial Statements

As per our report attached

For Ramasamy Koteswara Rao and Co LLP  
Chartered Accountants  
Firm Regn. No. 010396S/S200084

For and on behalf of the Board

SD/- SD/-  
**Inderjit Sharma** **Shikha Sharma**  
Director Director  
DIN: 07937704 DIN: 07914240SD/-  
**C.V. Koteswara Rao**  
Partner  
Membership No. 028353  
Hyderabad  
Date: May 30, 2019

<b>Note 2 - Property, plant and equipment:</b>		
The changes in the carrying value of Property, Plant and Equipment is as follows:		
<b>Description</b>	<b>Furniture</b>	<b>Total</b>
<b>Gross carrying amount</b>		
Cost as at 01 April 2018	1,743,072	1,743,072
Additions	-	-
Disposals	-	-
Cost as at 31 March 2019	<b>1,743,072</b>	<b>1,743,072</b>
<b>Accumulated Depreciation</b>		
Accumulated depreciation as at April 1, 2018	1,743,072	1,743,072
Additions	-	-
Disposals	-	-
Accumulated depreciation as at Mar 31, 2019	<b>1,743,072</b>	<b>1,743,072</b>
Net Carrying amount as at 31 March 2019	-	-
Note 5		
<b>Intangible Assets</b>		
<b>Description</b>	<b>Amount</b>	
<b>Gross carrying amount</b>	-	
Cost as at 01 April 2018	-	
Additions	-	
Disposals	-	
Cost as at March 31, 2019	-	
<b>Accumulated Depreciation</b>	-	
Accumulated depreciation as at April 01, 2018	-	
Additions	-	
Disposals	-	
Accumulated depreciation as at March 31, 2019	-	
Net Carrying amount as at March 31, 2019	-	

**MEGLON INFRA- REAL (INDIA ) LIMITED****Notes forming part of the financial statements****Corporate information**

Meglon Infra- Real (India ) Limited('the company') is the business of Finance. The Company was incorporated on 25th May, 1987 in Hyderabad and listed on BSE dated 5th May, 2000.

The Financial statements for the year ended March 31, 2018 were approved by the Board of Directors and authorised for issue on 30th May, 2019.

**1 Significant Accounting Policies****1 Basis of preparation of financial statements**

These Financial statements have been prepared in accordance Indian Accounting Standards (Ind As) according to the notification issued by the Ministry of Corporate Affairs under section 133 of the Companies Act, 2013 ('the act') read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

**2 Use of Accounting Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial Statements, the reported amount of revenues and expenses during the reported period and disclosure of contingent liabilities. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

**3 Revenue recognition**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

**4 Property, plant and equipment & Capital work-in-progress**

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset.

Capital work-in-progress comprises the cost of the fixed assets that are not yet ready for their intended use at the balance sheet date.

**5 Depreciation and Goodwill**

Depreciation is provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

The useful lives of assets are periodically reviewed and re-determined and the unamortised depreciable amount is charged over the remaining useful life of such assets. Assets costing Rs. 5,000/-and below are depreciated over a period of one year

**6 Intangible Assets**

Intangible assets are stated at cost less accumulated amortization and impairment if any. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

During the year the company has not provided any amount amortization of intangible assets.

The estimated useful lives of intangible asset is as follows:

Type of Asset	Useful life
Intangible Asset	10 Years

**7 Foreign Currency Transactions**

The company translates all foreign currency transactions at Exchange Rates prevailing on the date of transactions. Exchange rate differences resulting from foreign exchange transactions settled during the year are recognized as income or expenses in the period in which they arise.

Monetary current assets and monetary current liabilities that are denominated in foreign currency are translated at the exchange rate prevalent at the date of the balance sheet. The resulting difference is also recorded in the income or expenses.

**MEGLON INFRA- REAL (INDIA ) LIMITED**

**Notes forming part of the financial statements**

**8 Taxes on Income**

Income tax comprises current income tax and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items directly recognized in equity or in other comprehensive income. a) Current income tax: Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company off sets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

b) Deferred tax: Deferred tax asset and liabilities are measured at the tax rates that are expected to apply to the period when the asset / liability is realized, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred Tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**9 Earning Per Share (EPS)**

In determining earnings per share, the company considers the net profit after tax expense. The number of shares used in computing basic earnings per share is the weighted average shares used in outstanding during the period.

**10 Investments**

Long term unquoted investments are stated at cost & all other investments are carried at lower of cost or fair value.

**11 Impairment of non-financial assets**

The Company assess at each reporting date whether there is any indication that the carrying amount from non financial assets may not be recoverable. If any such indication exists, then the asset's recoverable amount is estimated and an impairment loss is recognised if the carrying amount of an asset or Cash generating unit (CGU) exceeds its estimated recoverable amount in the statement of profit and loss.

Goodwill is tested annually for impairment. For the purpose of impairment testing, goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

**12 Provisions and Contingent Liabilities**

A Provision is recognized if, as a result of past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the present obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**13 Financial Instruments**

A financial instrument is any contract that give rise to a financial asset of one entity and a financial liability or equity of another entity.

**Initial Recognition**

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

**Subsequent Measurement**

**Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved both by collecting contractual cash flows on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding and selling financial assets.

**Financial assets at fair value through Profit and Loss**

Financial assets are measured at fair value through profit and loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs that are directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognised in statement of profit and loss.

**Financial liabilities**

Financial liabilities are classified as measured at amortised cost or Fair Value Through Profit and Loss Account (FVTPL). A financial liability is classified as at FVTPL if it is classified as held for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in statement of profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit and loss. Any gain or loss on derecognition is also recognised in statement of profit and loss.

**De-recognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition as per Ind AS 109. A financial liability (or a part of a financial liability) is derecognised from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

**Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above are considered an integral part of the Company's cash management.

**MEGLON INFRA- REAL (INDIA ) LIMITED****Notes forming part of the financial statements****14 Cash flow statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

**15 Related Party transactions****Amount (Rs.)**

Name of related party	Nature of Relation	Nature of transactions	Amount 2018-19	Amount 2017-18
-	-	-	-	-

**16 Earning per share**

Particulars	2018-19	2017-18
Profit (Loss) for the year	(397,867)	(17,000)
Weighted average no.of Equity shares	5,000,000	5,000,000
Diluted earning per share	(0.08)	(0.00)
Basic earning per share	(0.08)	(0.00)

**For Ramasamy Koteswara Rao and Co LLP**

Chartered Accountants

Firm Regn. No. 010396S/S200084

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

SD/-

**Inderjit Sharma**

Director

DIN: 07937704

SD/-

**Shikha Sharma**

Director

DIN: 07914240

**C.V. Koteswara Rao**

Partner

Membership No. 028353

Place: Hyderabad

Date: May 30, 2019