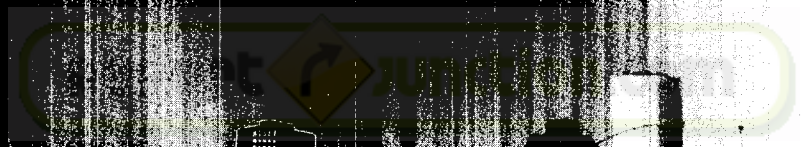




23rd ANNUAL Report

2007 - 2008





Board of Directors

Kunal Lalani

Chairman Cum Managing Director

Surendra Chhalani
Whole Time Director

Manish Dhariwal
Whole Time Director

AVM K.S. Venkataraman (Retd.)
Director

Hulas Mal Lalani
Director

Ajay Chopra
Director

Sachin Mehra
Director

Anil Kumar Soni
Director

Ramanath Sahoo
Company Secretary

Auditors

M/s Sipani & Associates, Delhi
(Chartered Accountants)

Registrar and Transfer Agent
(Electronic & Physical)

M/s Intime Spectrum Registry Ltd.
A-40, 2nd Floor, Naraina Industrial Area,
Phase-II, New Delhi - 110028

Ph.: 011-41410592, 93, 94 Fax: 011-41410591

E-mail: delhi@intimespectrum.com

Registered Office

NSIC Complex, Maa Anandmayee Marg,
Okhla Industrial Estate, Phase-III, New Delhi-110020

Ph.: 011-41516171 Fax: 011-26382728

E-mail: info@megacorpltd.com



MEGA CORPORATION LIMITED

NOTICE

To
The Members

NOTICE is hereby given that the Twenty-Third Annual General Meeting of the Members of **Mega Corporation Limited** will be held at **Royal Park Hall, Masjid Moth, Greater Kailash Part-II, New Delhi -110048** on Tuesday, the 30th September, 2008, at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2008 and the Profit and Loss Account for the year ended on that date and the Report of Directors and Auditors there on.
2. To appoint a Director in place of Mr. Hulas Mal Lalani, who retires by rotation, and being eligible, offers him self, for reappointment.
3. To appoint a Director in place of Mr. Sachin Mehra, who retires by rotation, and being eligible, offers him self, for reappointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

- 5) To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Shri Manish Dhariwal, who was appointed as an Additional Director of the Company be and is hereby appointed as a Director of the Company whose period of office shall be subject to determination by rotation."
- 6) To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Shri Ajay Chopra, who was appointed as an Additional Director of the Company be and is hereby appointed as a Director of the Company whose period of office shall be subject to determination by rotation."
- 7) To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Shri Anil Kumar Soni, who was appointed as an Additional Director of the Company be and is hereby appointed as a Director of the Company whose period of office shall be subject to determination by rotation."
- 8) To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary Resolution:-

Appointment of Mr Manish Dhariwal as a Whole Time Director

"RESOLVED THAT pursuant to Sections 269 and 309, read with schedule- XIII of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force and / or any notification which the Central Government may issue from time to time) the consent of the company be and is hereby accorded to the appointment of Mr. Manish Dhariwal who fulfils the conditions laid down in Part I & II of Schedule XIII to the Companies Act, 1956, as a Whole Time Director of the Company on the following terms and conditions:



MEGA CORPORATION LIMITED

- (a) Tenure: Three years w.e.f. 17.12.2007
- (b) Basic Salary Rs. 88,750/- per month
- (c) Perquisite- Rs.1250/- per month

Besides above perquisites Mr. Manish Dhariwal shall also be entitled to following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:

- a. Contribution to provident Fund, Superannuation Fund of Annuity Fund will be as per the rules of the company and to this extent these either singly or put together are not taxable under the income tax Act, 1961.
- b. Gratuity payable at a rate not exceeding half month's salary for each completed Year of service.
- c. Encashment of leave as per company rules.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year minimum remuneration by way of salary, commission and perquisites payable to him will be as per the provisions of Section II of Part II of Schedule XIII to the Companies Act, 1956."

9) To consider and, if thought fit, to pass with or without modification(s) the following resolution as an ordinary Resolution:-

Reappointment of Mr Kunal Lalani as Managing Director

"RESOLVED THAT in terms of the provisions of Section 316,269, Schedule XIII and other applicable provisions, if any, of the Companies Act,1956, including any statutory modification or re- enactment thereof for the time being in force and / or any notification which the Central Government may issue from time to time, Mr. Kunal Lalani, who is already a Managing Director of Crayons Advertising Limited be and is hereby re appointed as a Managing Director of the Company, for a period of 3 years w.e.f. 29.06.2008 on a remuneration of Rs. 2 Lakh per month.

By Order of the Board
For **MEGA CORPORATION LIMITED**

Place: New Delhi
Date: 01.09.2008

(KUNAL LALANI)
Chairman cum Managing Director

NOTES FOR MEMBERS' ATTENTION:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THIS MEETING. A blank proxy Form is attached.
2. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **29.09.2008 to 30.09.2008 (both days inclusive)**
4. The Members are requested to:
 - (a) Bring their copy of Annual Report at the Annual General Meeting.



MEGA CORPORATION LIMITED

- (b) take the advantage of dematerialisation of shares as Company's scrip has been put under compulsory dematerialisation. Shareholders are requested to get in touch with any Depository Participant for getting the shares dematted.
5. Members desiring any information on the accounts are requested to send their queries to the Company at least one week before the meeting, so as, to enable the management to keep information ready. Replies will be provided only at the meeting.
 6. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company between 10 A.M. to 1 P.M. on all working days except Sundays up to the date of this Annual General Meeting.
 - 7 Members may please note that as a matter of policy no gifts will be distributed at the meeting.

By Order of the Board
For **MEGA CORPORATION LIMITED**

Place: New Delhi
Date: 01.09.2008

(**KUNAL LALANI**)
Chairman cum Managing Director

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item Nos 5 and 8

Mr. Manish Dhariwal was appointed as an additional director effective October 16, 2007 pursuant to section 260 of the Companies Act, 1956 read with Articles of Association of the Company and holds office up to the date of forth Annual General meeting of the company. Company has received a notice along with a deposit of Rs.500 from a member signifying his intention to propose the candidature of Mr. Manish Dhariwal for the of fice of Director. Further the Board at its meeting held on December 17, 2007 (Based on the recommendation of the Remuneration Committee) appointed him as a Whole Time Director (designated as Executive Director), subject to approval of the members on the terms and conditions as mentioned in the resolution.

The Directors recommend the adoption of the resolution Nos. 5 & 8 of the notice

No Director is in any way concerned or interested in the said resolutions of the notice except Mr. Manish Dhariwal himself.

Item No 6

Mr. Ajay Chopra has been appointed as an additional director effective April 12, 2008 pursuant to section 260 of the Companies Act, 1956 read with Articles of Association of the Company and holds office up to the date of forth Annual General meeting of the company. Company has received a notice along with a deposit of Rs.500 from a member signifying his intention to propose the candidature of Mr. Ajay Chopra for the of fice of Director.

The Directors recommend the adoption of the resolutions at item No. 6 of the notice

No Director is in any way concerned or interested in the Resolutions at item no. 6 of the notice except Mr. Ajay Chopra himself.

Item No 7

Mr. Anil Kumar Soni has been appointed as an additional director effective April 12, 2008 pursuant to section



MEGA CORPORATION LIMITED

260 of the Companies Act, 1956 read with Articles of Association of the Company and holds office up to the date of forth Annual General meeting of the company. Company has received a notice along with a deposit of Rs.500 from a member signifying his intention to propose the candidature of Mr. Anil Kumar Soni for the office of Director.

The Directors recommend the adoption of the resolutions at item No. 7 of the notice

No Director is in any way concerned or interested in the Resolutions at item no. 7 of the notice except Mr. Anil Kumar Soni himself.

Item No 9

The Board of Directors of the Company in its meeting held on 28th June, 2008, subject to the approval of the members and pursuant to all applicable provision of the Companies Act, 1956, had re-appointed Mr. Kunal Lalani as Managing Director of the Company with effect from 29.06.2008 on the terms as mentioned in the resolution. The Board is of the opinion that Mr. Kunal Lalani has significantly contributed for improving the performance and productivity of the Company. The reappointment of Mr. Kunal Lalani as Managing Director has been duly Considered and approved at the meeting of Remuneration Committee held on 28th June, 2008. Mr. Kunal Lalani is also a Managing Director of M/s Crayons Advertising Limited, an associate company to which Mr. Kunal Lalani is also a promoter Director. As per provisions of Section 316 of the Companies Act, 1956, a person can be a Managing Director / Whole Time Director of two companies and can draw remuneration up to the maximum level to which he is entitled in any of the company, either from one company or jointly from both Companies. Presently, Mr. Kunal Lalani is drawing a remuneration of Rs. 2 lakhs from your company and Rs. 3 Lakhs per month from M/s Crayons Advertising Limited. Since the total remuneration is being drawn by Kunal Lalani from both the Companies exceed the sum to which he is entitled. M/s Crayons Advertising Limited has made an application to the Central Government for the approval of remuneration being paid to Mr. Kunal Lalani. The approval of Central government is awaited. As per the provisions of Schedule XIII of the Companies Act, 1956, approval of the Shareholders by way of Ordinary resolution is required.

Your directors recommend the passing of the resolution.

Mr. Kunal Lalani is interested in the resolution. No other director is interested or concerned in the resolution.



MEGA CORPORATION LIMITED

A STATEMENT SHOWING THE INFORMATION PURSUANT TO SECTION II OF PART-II OF SCHEDULE XIII OF THE COMPANIES ACT, 1956 REGARDING REAPPOINTMENT OF MR. KUNAL LALANI AS MANAGING DIRECTOR

Sl. No.	Particulars																
I.	GENERAL INFORMATION																
	(1) Nature of Industry	Radio Taxi Service, Finance & Investment Services.															
	(2) Date or expected date of commencement of commercial production	26-03-1985															
	(3) In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus	N.A															
	(4) Financial performance based on given	<p style="text-align: right;">As at 31-03-2008 (Rs. In Lac)</p> <table> <tr> <td>Total Income</td> <td>:</td> <td>905.20</td> </tr> <tr> <td>Total Expenditure</td> <td>:</td> <td>711.43</td> </tr> <tr> <td>Profit Before Interest & Depreciation</td> <td>:</td> <td>518.58</td> </tr> <tr> <td>Profit Before Tax</td> <td>:</td> <td>193.77</td> </tr> <tr> <td>Profit after Tax</td> <td>:</td> <td>111.66</td> </tr> </table>	Total Income	:	905.20	Total Expenditure	:	711.43	Profit Before Interest & Depreciation	:	518.58	Profit Before Tax	:	193.77	Profit after Tax	:	111.66
Total Income	:	905.20															
Total Expenditure	:	711.43															
Profit Before Interest & Depreciation	:	518.58															
Profit Before Tax	:	193.77															
Profit after Tax	:	111.66															
	(5) Export performance and net foreign exchange collaborations	N.A															
	(6) Foreign Investments or Collaborators, if any	N.A															
II.	INFORMATION ABOUT THE APPOINTEE																
	(1) Background details	Mr. Kunal Lalani is a seasoned and experienced industrialist having experience of more than 25 years in a variety of business activities.															



MEGA CORPORATION LIMITED

	(2) Past Remuneration	During his tenure as Managing Director received remuneration of Rs. 2,00,000/- per month.
	(3) Recognition or awards	NIL
	(4) Job profile and his suitability	<p>Handling of job Under taken:</p> <p>Mr. Kunal Lalani is involved in managing the affair of the Company under the superintendence and control of Board of Directors.</p> <p>Job Responsibility:</p> <ol style="list-style-type: none"> 1. Responsible for all day to day activities of the Company including personnel, financial and commercial management, and corporate planning and project implementation etc. 2. Responsible for the effectiveness of the organization in pursuit of the company's goals and objectives.
	(5) Remuneration proposed	As Per Resolution. For other details please refer to Explanatory Statement
	(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (incase of expatriates the relevant details would be w.r.t. the country of origin)	The remuneration is as per prevailing industry norms and as per Schedule XII of the Companies Act, 1956.
	(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	NIL
III.	OTHER INFORMATION	
	(1) Reasons of loss or inadequate profits	NA



MEGA CORPORATION LIMITED

	(2) Steps taken or proposed to be taken for improvement	NA
	(3) Expected increase in productivity and profits in measurable terms	NA
IV.	DISCLOSURE;	
	(1) The Shareholders of the Company shall be informed of the remuneration package of the Managerial person	YES
	<p>(2) The following disclosures shall be mentioned in the board of Director's report under the heading Corporate Governance if any attached to the annual report:-</p> <p>(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc. of the directors.</p> <p>(ii) Details of Fixed component and performance linked incentives along with the performance criteria.</p> <p>(iii) Service contracts, notice period, severance fees.</p> <p>(iv) Stock Options details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.</p>	<p>All the required disclosures will be made in the Annual report of the company.</p>



MEGA CORPORATION LIMITED

Regd. Office: NSIC Complex, Maa Anandmayee Marg, Okhla Industrial Estate, Phase-III, New Delhi-110020

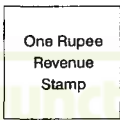
PROXY FORM

DP ID _____ Client ID _____ Folio No _____
I/We _____ of _____

_____ being a Member/Members of **MEGA CORPORATION LIMITED** hereby appoint Mr. / Ms. _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the Twenty Third Annual General Meeting of the Company to be held at **Royal Park Hall, Masjid Moth, Greater Kailash, Part-II, New Delhi-110048** on Tuesday, the 30th day of September, 2008 at 11.30 A.M. and at any adjournment thereof.

Signed this _____ day of _____ 2008.

Signature _____



N.B.

- (1) The proxy need not be a member.
- (2) The proxy form duly signed across revenue stamp of one Rupee should reach the Company's Regd. Office at least 48 hours before the time of the meeting
_____ (TEAR HERE) _____

MEGA CORPORATION LIMITED

ATTENDANCE SLIP

(This attendance slip duly filled in, to be handed over at the meeting)

Day: Tuesday Date: 30.09.2008
 Time: 11.30 A.M. Place: New Delhi
 Member's Folio No. _____ DP ID _____
 No of shares Hold _____ Client ID. _____
 Name & Address of the Member (in Block Letters) _____

Name of Proxy(s) (in Block Letters) _____
(To be filled only when shareholder has to appoint a proxy)

I hereby record my presence at the Twenty Third Annual General Meeting of the Company held at **Royal Park Hall, Masjid Moth, Greater Kailash, Part-II, New Delhi-110048**, on Tuesday, the 30th day of September, 2008 at 11.30 A.M.

Member/Proxy Signature
(To be signed at the time of handing over this slip)