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ANNUAL REPORT 2009 - 2010

Mr. Hemanshu R Mehta  
Whole Time Director

Mr. Surendra Chhalani  
Whole Time Director

AVM K.S. Venkataraman (Retd.)  
Director

Mr. Manish Dhariwal  
Director

Mr. Anil Kumar Soni  
Director

Mr. Hulas Mal Lalani  
Director

Mr. Sachin Mehra  
Director

Mr. Ajay Chopra  
Director

Mr. Ramanath Sahoo  
Company Secretary

Auditors

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

Registrar and Transfer Agent  
(Electronic & Physical)

M/s Link Intime India Pvt. Limited  
A-40, 2nd Floor,  
Naraina Industrial Area, Phase-II,  
New Delhi-110 028  
Ph.: 011- 41410592, 93, 94  
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Registered Office

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INDEX

• Director's Report.....	02-04
• Management Discussion & Analysis.....	05-07
• Report on Corporate Governance.....	08-17
• Auditor's Report.....	18-20
• Financial Statements.....	21-35
• Statement Pursuant to Section 212 of the Companies Act, 1956.....	36
• Financials of the Subsidiary Companies	
Mega Airways Ltd. ....	37-47
Mega Holidays Ltd. ....	48-59
• Consolidated Financial Statements .....	60-73



To  
The Members,  
Mega Corporation Limited

The Director's have pleasure in presenting the Twenty-Fifth Annual Report with Audited Statement of Accounts of the Company for the financial year ended 31st March, 2010.

FINANCIAL RESULTS		(Rs. In lacs)
Particulars	Year Ended 31.03.2010	Year Ended 31.03.2009
Income from Operation	955.93	1189.69
Other Income	4.94	169.17
Total Income	960.87	1358.86
Profit before Interest & Depreciation	340.03	612.34
Less: Interest	104.93	128.92
Depreciation	272.57	345.89
Profit before Taxation	(37.47)	137.53
Less: Provision for Taxation	1.70	3.29
Deferred Tax	(16.07)	33.49
Profit after Tax	(23.10)	100.75
Less: Extra Ordinary items:-		
Loss on sale of Radio Taxi Business	(248.41)	-
Add: Amount brought forward From previous year	2327.99	2227.24
Balance carried forward to balance sheet	2056.48	2327.99

DIVIDEND

Due to loss, no dividend is proposed by your Directors.

PUBLIC DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956, and the rules made there under.

MATERIAL CHANGES

There is no material change between the date of the Balance Sheet and the date of this report affecting the affairs of the Company.

OPERATIONS AND FUTURE PROSPECTS

During the year 2009-10 the Company earned the revenue of Rs. 960.87 Lacs as compared to Revenue of Rs. 1358.86 Lacs in Financial Year 2008-09. Profit before Interest, Depreciation, tax and Exceptional items is Rs. 340.03 Lacs as against Rs. 612.34 Lacs in the previous financial year.

During the year under review, Company has transferred its Radio Taxi Division to its Associate Company through Slump Sale as it intends to specialize and concentrate in the development of its core business activity i.e. Finance and Investment Business.

Diversion of such business activities into separate Company would enable the Company to carry on its core business activity more competitively.

SUBSIDIARIES

The Audited statement of Accounts along with Directors' Report for the year ended 31st March 2010 of M/s Mega Airways Ltd. and M/s Mega Holidays Ltd., as well as the extent of holdings therein are annexed to this Account pursuant to Section 212 of the Companies Act, 1956.

CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreement with Stock Exchange, Management Discussion and Analysis Report and Corporate Governance Report together with Auditors Certificate regarding Compliance of the SEBI Code of Corporate Governance is annexed herewith.

DIRECTORS

Mr. Ajay Chopra, Mr. Anil Kumar Soni and Mr. Himanshu R Mehta were appointed as an Additional Directors of the company and would cease to hold office at the ensuing Annual General Meeting. The Company having received notice under section 257 of the Companies Act, 1956 from some members along with the requisite deposit, signifying their intention to propose them as Directors of the Company.

Mr. Kunal Lalani resigned from the post of Managing Director w.e.f. 31st December 2009 and also resigned from the post of Directorship as well as from the post of Chairman on 15th June 2010. The Board placed on record his deep appreciation of the services rendered by Mr. Kunal Lalani during his tenure of office.

Mr. Manish Dhariwal resigned from the post of Whole Time Director on 28th February 2010 but continue to be the Director of the Company .

The Board of Directors has appointed Mr. Himanshu R Mehta as the Whole Time Director of the Company on 15th June 2010 for a period of three years w.e.f. 15th June 2010 subject to the shareholders' approval at the ensuing AGM.

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Manish Dhariwal and Mr. H. M. Lalani, Directors of the company retire by rotation and being eligible, offer themselves for reappointment. Your directors recommend their reappointment. Brief resumes of the Directors offering themselves for re-appointment are furnished in the Corporate Governance Report.

AUDIT COMMITTEE

The audit committee has met and reviewed the financial statements for the financial year ended 31.03.2010 and has not given any adverse observations. It has also recommended the re-appointment of M/s Sipani & Associates, Chartered Accountants, as statutory auditors of the Company.

AUDITORS

M/s Sipani & Associates, Chartered Accountants, Statutory Auditors of the Company who retire at the forthcoming Annual General Meeting are eligible for re-appointment and have expressed their willingness to accept office, if re-appointed. They have given a certificate to the effect that the re-appointment, if made, would be within the limits prescribed under Section 224(1-B) of the Companies Act, 1956. The Board recommends their re-appointment.

AUDITORS' REPORT

The auditors have not given any adverse observation in their report.

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

Your Directors are of the opinion that particulars with respect to conservation of Energy and technology Absorption as per Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors') Rules, 1988 are not relevant in view of the nature of business activities of the company and hence are not required to be given.

The Foreign exchange earning during the year is Rs. 2,57,376/- (Previous Year Nil) and outflow during the year was Rs. 88,55,124/- (Previous year Rs. 40, 64,288/-).

LISTING

Presently the Company's equity shares are listed on the following Stock Exchanges: Delhi Stock Exchange Ltd. and Bombay Stock Exchange Ltd. (BSE)

Listing fee has been paid to Bombay Stock Exchange Ltd. (BSE)

PARTICULARS OF EMPLOYEES

None of the employees of your company is drawing remuneration exceeding limits laid down under the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 217(2AA) pursuant to the Companies (Amendment) Act, 2000, the Board of Directors confirms:

- a) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departure.
- b) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of the Financial year and of the Profit of the Company for that period.
- c) That the directors had taken proper and sufficient care to the best of their knowledge and ability 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 annual accounts on a going concern basis.

EMPLOYEE RELATIONS

The industrial relations continued to be cordial and harmonious. Your directors wish to place on record the appreciation for the devoted services rendered by the workers, staff and executives of the Company at all levels and other employees who have contributed to the efficient and successful management of the Company.

ACKNOWLEDGMENTS

Your directors place on record their thanks for the dedicated services rendered by all the employees in its offices and also acknowledge the co-operation, assistance and support extended by the company's banker, financial institutions, customers, suppliers, regulatory & government authorities.

Your directors value your involvement as shareholders and look forward to your continuing support.

For and on behalf of Board of Directors

Place: New Delhi  
Date: 30-06-2010

(SURENDRA CHHALANI)  
Whole Time Director



1. INDUSTRY

This chapter on Management Discussion and Analysis forms a part of the compliance report on Corporate Governance.

The financial sector of our country has mirrored the developments in the Indian economy as booming this year. The investment pipeline and demand for credit from corporate continues to be robust. Inflation conditions, global developments and external inflows will be key factors imparting liquidity and interest rates during the current year. This sector has in fact, exhibited stability over the last few years although several other markets were going through turmoil. With the opening up of the financial market, a variety of products and services have been introduced to suit the needs of the customer. Banks, capital market participants and insurers have developed a wide range of products and services as well to suit varied customer requirements.

We Endeavour to Fly Higher

Safe, secure, comfortable and confidential, Air Mega is the answer to all Air Charter needs. We provide services similar to all those available on a commercial flight, but have better flight services.

Our exclusive nationwide air charter services are available 24 hours a day & 7 days a week. We have aircraft that is equipped to fly any place on the globe and serve our customers anytime that they need us. Our goals are personalised service and complete safety, and we have been committed to fulfilling these goals ever since our entry in the aviation industry.

The mission of Air Mega is to provide the highest quality of Customer Service delivered with a sense of warmth, friendliness and respect for the individual. We aim to minimise extensive geographical distances for customers by offering efficient business and private air charter services in and out of India. With an appealing combination of convenience and cost-efficiency, Air Mega is all set to provide the perfect air travelling experience. Overall, we are determined to go beyond what customers desire and offer them the services they deserve.

2. Opportunities and Threats

2.1 Opportunities

Financial Sector is an ever green market. Increase in incomes with potentially high penetration of both banking and Share Market products to increase the market size, will be the powerful drivers of growth in the sector.

Air Taxi Services has a lot of potential in India, which has not so far been tapped by big corporate, big hospitals and tourism. There are very few organization which offers special Charter Service to Explore India for a group up to 5-6 persons to travel as per their schedule. There is always a shortage of Charters. This has never been marketed by any one in India till date. The increasing growth in world-class medical facilities provided by leading hospitals, there has emerged a great opportunity in this sector. And with only a few players in the field, it further presents big potential for growth.

2.2 Threats

Regulatory decisions and changes: On the regulatory front, changes in policies by the regulatory authority may impact on the profitability of the company. The Company may face competitive pressure from other players in the market, which may emerge due to the lucrative market in future.

Since the Air Charter industry is new in India, most people are unaware of its services and benefits. People might be uncertain of using this service due to high costs, and the very affluent are naturally of a limited number. Frequent changes in policies by regulatory authorities come as a hurdle for the Air Chartered Industry. Since a large number of Airways companies have come into the business, your company may face competitive pressures from existing and new players in the market.

So the Government must promote Air Chartered Services and thus help in the growth of this convenient and reliable mode of transportation. Government support is necessary if the Airways industry is to grow at an incredible rate. Rising fuel prices is another threat to the air charter industry. This along with a limited number of passengers will cause companies to increase their fare and service charges, thus negatively impacting the industry. So, government participation is important to take Indian air charter industry to a world-class level.

However, In spite of all the challenges the Air Chartered industry is facing, the future still looks very bright.

3. Segment-wise performance

During the Year 2009-10 Your Company operated in three Segments i.e. Taxi Hire Services, Air Chartered Services and Finance & Investments:

	(Rs. In Lacs)	
	Year ended 31.03.2010	Year Ended 31.03.2009
(a) Radio Taxi	512.76	810.47
(b) Air Chartered Services	329.59	379.21
(c) Finance / Investments	113.58	162.72
	955.93	1352.40

Note: During the year, Company sold its Radio Taxi Division by way of Slump sale.

4. Outlook

During the year 2009-2010 the Company has transferred its whole Radio taxi Business to one of its Associate Company i.e. Mega Cabs Limited so that it can concentrate its focus on its finance and investment business and also its Air Chartered Business.

5. Risks and Concerns

For a company to grow, necessary risks are always involved. Risks indicate progress, but they are never fixed. They may vary from the industry type to planning strategies and various other factors. Some of the threats concerning this company are:

- Changes in Government policies may affect the company significantly
- Any crises in Gulf countries may pose a major problem for fuel
- Natural Calamities
- Business of Air Chartered service is substantially dependent on foreign tourist
- Though it is an organized sector, it still faces stiff competition from other service providers

6. Internal Control systems and their adequacy

Effective governance consists of competent management; implementation of standard policies and processes; maintenance of an appropriate audit programme and internal control environment and effective risk monitoring and management information systems.

Mega Corporation Limited (MCL) has both external and internal audit systems in place. Auditors have access to all records and information of the company. The Board and the management periodically review the findings and recommendations of the Auditors and take necessary corrective actions wherever necessary. The Board recognizes the work of Auditors as an independent check on the information received from the management on the operations and performance of the Company.

The company maintains a system of internal controls designed to provide reasonable assurance regarding the achievement of objectives in following categories:

- Effectiveness and efficiency of operations;
- Adequacy of safeguarding of assets;
- Reliability of financial controls and
- Compliance with applicable laws and regulations.

The internal control system provides for well documented policies/guidelines, authorizations and approval procedures .The Company has effective internal audit system, which reviews internal controls periodically to ensure their adequacy and effectiveness

7. Financial Outlook

Complete financial performance of the company has been reviewed and it is found in good financial health. With the expansion plan in place the coming year is expected to be even better.

**8. Human Resources*****The Backbone of your Company***

Human resource department is the main force behind the success and growth of any company. People who give hundred percent at work take the company to greater heights and are considered the most valuable resource. The dedication and passion that our employees display at work is commendable. As for the staff at operations centres, finding well trained and well educated employees is not a problem anymore. We have some of the most experienced and the best work force in the air charter industry. Various training programmes and workshops are arranged for employees regularly to keep them updated and improve their skills. This also helps staff in improving their performance levels and keeps them motivated at work. Air Cabs are not mass transportation vehicles. It costs much more to the commuter and is also more personal. Therefore, offering quality services becomes a top priority. Since the Staff is the face of the company, it is crucial to select the best. As on 31.03.2010, the total number of employees were 16

**9. Risks Management**

The Risks Management policies of the Company ensure that all the moveable and immoveable assets of the Company are adequately covered. Strategic plans for the company's businesses take into account likely risks in the industrial environment from competition, changing customer needs, obsolescence and technological changes. The annual plans that are drawn up consider the risks that are likely to impact the company's objectives in that year, and the counter – measures put in place. To manage operational risks, MCL has well documented policies and procedures, which are followed in its day-to-day working. Besides the Company is prone to usual risks of the business like change in demand, any change in export policy of the Government, International agreements on trade and tariffs etc.

**Cautionary Statement:**

This report contains forward looking statements, which may be identified by use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product, development, market position, expenditures and financial results are forward looking statements. Forward – looking statements are based on certain assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to public amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

**Company's philosophy on code of Corporate Governance**

**Mega Corporation Ltd. (MCL)** defines Corporate Governance as a systematic process by which companies are directed and controlled keeping in mind the long-term interest of shareholders. The company emphasizes on transparency, independence, accountability, fairness and social responsibility. It focuses on equitable treatment of all shareholders and reinforces that it is "Your Company" and it belongs to you, the shareholders. The Chairman and the Board of Directors are your trustees pushing the business forward in maximizing long-term value for its shareholders.

MCL's Corporate Governance is based on two core principles:

- I. Management must have the executive freedom to drive the enterprise forward without undue restraints; and
- II. This freedom of management should be exercised within a framework of effective accountability.

MCL believes that any meaningful policy on Corporate Governance must empower the Executive Management of the company. At the same time Governance must create a mechanism of checks and balances to ensure that the decision-making powers vested in the Executive Management are used with care and responsibility to meet the shareholders aspirations and societal expectations.

The above belief and core principles of Corporate Governance adopted by MCL leads the company's governance philosophy, trusteeship, transparency, accountability and responsibility which in turn is the basis of public confidence in the corporate system.

**Board of Directors****Composition and size of the Board**

The strength of Board of Directors as at March 31, 2010 was Eight. The Board of directors of the company comprise of Executive Directors and Non Executive Directors including Independent Directors. The Board is headed by an Executive Chairman. There are Four Non-Executive Directors and all are Independent Directors as on 31st March 2010.

The following table gives the details of designation, category of directors, number of board meetings attended, attendance at last Annual General Meeting (AGM) and the number of other directorships as at March 31, 2010 held by them in domestic companies.

Name	Category	Designation	No. of Meetings Held during The last fin. Year	No. of Meetings Attended	No. of Membership In Boards of other Companies	Attendance of each Director At last AGM
Mr. Kunal Lalani	Executive Director	Chairman	15	10	16	No
Mr. Surendra Chhalani	Executive Director	Whole Time Director	15	15	2	Yes
Mr. Manish Dhariwal	Executive Director	Director	15	14	4	Yes
Mr. Sachin Mehra	Non-Executive & Independent	Director	15	10	6	No
AVM K.S. Venkataraman (Retd.)	Non-Executive & Independent	Director	15	5	1	Yes
Mr. Hulas Mal Lalani	Non-Executive & Independent	Director	15	12	7	No
Mr. Ajay Chopra	Non-Executive & Independent	Director	15	6	1	No
Anil Kumar Soni	Non-Executive & Independent	Director	15	5	2	No



**Board Meetings**

During the financial year 2009-10, 15 meetings of Board of Directors were held on 30.04.2009, 04.06.2009, 26.06.2009, 30.06.2009, 29.07.2009, 04.09.2009, 31.10.2009, 05.11.2009, 08.12.2009, 24.12.2009, 31.12.2009, 30.01.2010, 26.02.2010, 28.02.2010 & 26.03.2010.

**Board's Procedures**

It has always been the Company's policy and practice that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, collaborations, material investment proposals in joint venture/promoted companies, sale and acquisition of material nature of assets, mortgages, guarantees, donations, etc. are regularly placed before the Board. This is in addition to information with regard to actual operations; major litigation feed back reports, information on senior level appointments just below the Board level and minutes of all Committee Meetings.

**Committees of the Board****(a) Audit Committee**

The Audit committee of the company meets before the finalisation of accounts each year and also meets every quarter before the results of that quarter is published in the newspaper and is also informed to the stock exchanges as required under Clause 41 of the listing Agreement. The Audit committee may also meet from time to time if called by the chairman.

The details of members and their attendance record at the Audit Committee meeting held during the year under review are as follows:

S.No.	Name of Directors	Status	Category of Membership
1.	Sachin Mehra	Chairman	Non Executive Independent Director
2.	AVM K.S. Venketaraman (Retd)	Member	Non Executive Independent Director
3.	Surendra Chhalani	Member	Executive Director

During the year 2009-10, the Audit Committee met 5 times as per details given below;

Sr. No.	Date of Meeting	No of Members Present
1.	30.06.2009	3
2.	29.07.2009	3
3.	31.10.2009	3
4.	30.01.2010	3
5.	26.03.2010	3

The Audit Committee has been vested with the following powers:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice;
- to secure attendance of outsiders with relevant expertise, if it considers necessary.

**Term of reference**

The Audit Committee reviews the Report of the internal Auditor with the Statutory Auditors' periodically and discusses their findings. The role of the Audit Committee is as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board the appointment, re-appointment and if required the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payments to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
- Changes, if any, in accounting policies and practices and reasons for the same major accounting entries involving estimates based on the exercise of judgment by management
- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions
- Qualifications in the draft audit report.

- Reviewing with the management, the quarterly financial statements before submission to the Board for approval
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit departments, staffing and seniority of the official heading department, reporting structure coverage and frequency of internal audit.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to depositors, debenture holders, share holders and creditors
- To review the functioning of Whistle blower mechanism, in case the same is existing.
- Carrying out any other function as is mentioned in the terms of reference of the Audit committee.

The audit committee also reviews the following:-

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee) submitted by management;
- Management letters / Letters of internal control weakness issued by the Statutory Auditors;
- Internal audit reports relating to internal control weaknesses.

**(b) Remuneration Committee**

Remuneration Committee was constituted to consider and fix from time to time the remuneration payable to the Managing / Whole time Directors. The Committee comprises of three Directors, all of whom are Non-Executive Independent Directors. The committee comprises of Mr. Sachin Mehra, AVM K.S. Venkataraman (Retd.) and Mr. Hulas Mal Lalani. Presently the company does not pay any remuneration to any Non-Executive Directors except the payment of sitting fees. During the year, two meetings of the Committee were held on **31st December, 2009 & 28th February, 2010** to consider the resignation of Mr. Kunal Lalani from the Post of Managing Director and of Mr. Manish Dhariwal as Whole Time Director respectively.

Details of remuneration paid to the executive director(s) for the period 01.04.2009 to 31.03.2010 are as under:

Name of Director	Salary	Perquisites & Allowances	Terms of appointment
1. Kunal Lalani	18,00,000/-	Nil	Resigned from the Post of MD w.e.f. 31.12.2009.
2. Surendra Chhalani	3,84,000/-	1,08,000/-	27.03.2009 to 26.03.2012
3. Manish Dhariwal	5,17,000/-	4,53,707/-	Resigned from the post of Whole Time Director w.e.f 28.02.2010.

The Company does not have a stock option scheme.

**Remuneration Policy**

Remuneration Policy of Mega Corporation Limited is based on the following objectives.

- To determine and recommend to the Board of Directors the remuneration package of the Managerial Personnel;
- To approve in the event of loss or inadequate profits in any year the minimum remuneration payable to the Managerial Personnel considering the limits and subject to the parameters as prescribed under the provisions of the Companies Act, 1956;
- To create a performance oriented culture in the company which is beneficial to its employees and the business as well;
- To ensure that reward, benefit and increment system is performance based and motivational to employees;
- To encourage and support learning and development by identifying the scope and need of the same;
- Such other functions as required or recommended by Board of Directors or under the provisions of the Listing Agreement.

**(c) Share Transfer and Shareholders /Investor Grievance Committee:**

In compliance with the requirement of corporate Governance under the Listing agreement with the stock exchanges, the company has constituted a "Transfer and Shareholders"/Investors" Grievance committee to look into the redressal of Investors' complaints. The committee approves requests for transfer and/or transmission of shares, splitting and consolidation of shares, issue of duplicate share certificates.

**Constitution of the Committee**

Name of the Members	Composition of the Committee
Mr. Sachin Mehra	Chairman
Mr. Surendra Chhalani	Member
Mr. Kunal Lalani	Member

**General Body meetings (Details about last three years Annual General Meetings are as under)**

Sr. No.	Date	Place	Time	Special Resolution
1.	29.09.2007	Royal Park Hall, Masjid Moth, Greater Kailash, Part- II, New Delhi-110048	10.00 A.M	No Special resolution was passed.
2.	30.09.2008	Royal Park Hall, Masjid Moth, Greater Kailash, Part- II, New Delhi-110048	11.30 A.M	No Special resolution was passed.
3.	30.09.2009	Royal Park Hall, Masjid Moth, Greater Kailash, Part- II, New Delhi-110048	11.30 A.M	No Special resolution was passed.

No Extra-Ordinary General Meeting was held during the financial year under review

**POSTAL BALLOT**

One special resolution was passed as mentioned below, was passed during the financial year 2009-10 through postal ballot the results of which was declared on 08.12.2009:

For sale of Radio Taxi business and Air chartered business to its Associate concern by way of slump sale.

The resolutions were passed though postal ballot for which Mr. Vijay Sipani, Chartered Accountant was appointed as Scrutinizer. Mr. Surendra Chhalani, the whole time director and/or Mr. Kunal Lalani, the Managing Director and/or Mr. Ramanath Sahoo, Company Secretary were authorized by the Board to supervise the Postal Ballot process.

**Details of voting pattern:**

Total No of ballot forms received:	17
Invalid Postal ballot forms:	0
Net Valid Postal ballot forms:	17
Postal ballot forms with assent for the resolutions:	17
Postal ballot forms with dissent for the resolutions:	Nil

All the shareholders, who have submitted valid Postal Ballot forms casted their votes in favour of the resolution for sale of Radio Taxi business and Air chartered business to its Associate concern by way of slump sale, recommend that the resolution be declared as passed unanimously.

**Disclosures**

1. The details of transactions with related parties are disclosed in note No.23 under the head Notes to accounts in the Balance Sheet. The relevant details were placed before the audit committee from time to time.
2. Presently, the Company does not have a Whistle Blower Policy. However, no Personnel of the Company has been denied access to the Audit Committee.
3. The Company has complied with all the mandatory requirements of Clause 49. As regard the non-mandatory requirements, Company tries to implement them to the extent possible.

**Code of conduct****ANNUAL DECLARATION BY CEO PURSUANT TO CLAUSE 49(I) (D)  
(ii) OF STOCK EXCHANGE LISTING AGREEMENT**

As the Whole Time Director (Chief executive officer) of Mega Corporation Limited and as required by clause 49(I)(D)(ii) of the Stock Exchange Listing agreement, I hereby declare that all the Board members and senior management personnel of the company have affirmed compliance with the company's Code of business conduct and ethics for the Financial Year ending March 31,2010.

Place: New Delhi  
Date: 30-06-2010

Surendra Chhalani  
(Whole Time Director)



**Means of Communication**

The Quarterly Financial Results of the Company are published in Financial Express (English, Edition) and Jansatta (Hindi Edition). Management discussions and analysis forms a part of this report.

**Shareholder Information****Annual General Meeting**

Date: 30th September, 2010

Time: 11.30 A.M.

Venue: ROYAL PARK HALL, Masjid Moth, Greater Kailash Part-II, New Delhi -110048

**Financial year**

The financial year covers the period from 1st April to 31st March.

**Dividend Payment**

No dividend is declared for the Financial Year 2009-10

**Dates of Book Closure**

29th September, 2010 and 30th September 2010 (both days inclusive.)

**Financial Calendar**

Tentative calendar of events for the financial year 2010-11 (April to March) is as under:

**Adoption of Quarterly Financial Results for:**

First Quarter	July 2010	Third Quarter	January 2011
Second Quarter -	October 2010	Fourth Quarter	April/May 2011

**Listing at Stock Exchanges**

Stock Exchange	Stock Code
Bombay Stock Exchange Ltd.	531417
Delhi Stock Exchange Ltd.	22131

However the Company has made an application to Delhi Stock Exchange for de-listing of its Equity shares, which is still pending.

Listing Fee for the year 2009-10 has been paid to the Bombay Stock Exchange within the stipulated time.

Stock Market Price			
Month	Bombay Stock Exchange		
	Low	High	Volume (No. of Shares)
April, 2009	0.57	0.86	568786
May, 2009	0.77	1.53	563873
June, 2009	0.93	1.63	565094
July, 2009	1.00	1.54	395878
August, 2009	1.23	1.79	1129903
September, 2009	1.81	2.65	1648992
October, 2009	1.77	2.49	668754
November, 2009	1.58	2.31	365689
December, 2009	1.76	2.24	365651
January, 2010	1.34	2.14	1031146
February, 2010	1.29	1.57	444015
March, 2010	1.01	1.40	944911

Source: www.bseindia.com

**Shareholders Complaints**

Company has not received any complaint during the financial year 2009-10. There is no complaint pending.

**Distribution of Shareholding**

Distribution of Shareholding as at 31.03.2010 is as under:

Shareholding	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 2500	3630	77.55	2557818	2.56
2501- 5000	493	10.53	1958545	1.96
5001- 10000	248	5.30	1943616	1.95
10001- 20000	136	2.90	1981767	1.98
20001- 30000	42	0.90	1055173	1.05
30001- 40000	17	0.36	604367	0.60
40001- 50000	15	0.32	684821	0.69
50001-100000	30	0.64	2207832	2.21
100001 and above	70	1.50	87006061	87.00
	4681	100.00	100000000	100.00

Shareholding Pattern as at 31.03.2010 is as under:

Category	No. of Shares Held	% of Shareholding
Indian Promoters	52881419	52.89
Private Bodies Corporate	16105129	16.10
NRI/OCBs	179159	0.18
Indian Public	30834293	30.83
Total	100000000	100.00

**Registrar & Transfer Agent/Investor Correspondence**

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

**M/s Link Intime India Pvt. Ltd.**

A-40, 2nd Floor, Naraina Industrial Area,

Phase-II, New Delhi- 110 028

Ph. No.: 011-41410592, 93 & 94, Fax: 011-41410591

Email: delhi@linkintime.co.in

**Dematerialisation of Shares**

Pursuant to the SEBI directive, to enable the shareholders to hold their shares in electronic form, the Company has enlisted its shares with National Securities Depository Limited (NSDL) & Central Depository Services (India) Ltd. (CDSL). Company has been allotted ISIN No. INE804B01023. As at 31.03.2010, 52402198 number of Equity Shares (52.40 %) have been dematerialized.

**Compliance Officer**

Mr. Surendra Chhalani

Whole Time Director

NSIC Complex, Maa Anandmayee Marg,

Okhla Industrial Estate, Phase-III,

New Delhi-110020

Ph. No.: 011-41516171

Fax No: 011-26382728

Email: surendra.chhalani@groupmega.in

Address for Correspondence

Mega Corporation Limited  
NSIC Complex, Maa Anandmayee Marg,  
Okhla Industrial Estate, Phase-III,  
New Delhi-110020  
Email: surendra.chhalani@groupmega.in  
Ph. No.: 011-41516171  
Fax No: 011- 26382728

Registered Address of the company

Mega Corporation Limited  
Plot No-550, Nayak Mohalla,  
Behind Golak Dham Mandir,  
Bijwasan, New Delhi-110061  
Ph. No. 011-28061588

Plant Location:

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

Brief Resume of the Person to be appointed / reappointed as director

Particulars	Name of Director
	Mr. Anil Soni
Age	56
Qualification	Pilot
Directorship in other Company	1. Kabir Heavy Engineering Pvt. Ltd. 2. Anil Wool Combers Pvt. Ltd.
Shareholdings in the Company as on 31.03.2010	1000
Experience	He has more than 32 years of experience in CIVIL AVIATION

Particulars	Name of Director
	Mr. Ajay Chopra
Age	53
Qualification	Graduate
Directorship in other Company	Crayons Advertising Limited
Shareholdings in the Company as on 31.03.2010	1000
Experience	He has more than 29 years of experience in advertising sector

Particulars	Name of Director
	Mr. Hemanshu R Mehta
Age	46
Qualification	Graduate
Directorship in other Company	1. Alacrity Securities Limited 2. Odyssey Corporation Ltd.
Shareholdings in the Company as on 31.03.2010	55,00,000
Experience	He has more than 19 years of experience in steel business

Particulars	Name of Director
	Mr. Hulas Mal Lalani
Age	66
Qualification	Graduate
Directorship in other Company	1. Plasopan engineers (I) Pvt. Ltd. 2. Indication Instruments Ltd. 3. Aarham Engineers(I)Pvt. Ltd. 4. Duropan Engineers (India) Pvt. Ltd. 5. Duroprints Private Ltd. 6. Crayons Advertising Ltd. 7. Mega Cabs Ltd
Shareholdings in the Company as on 31.03.2008	786000
Experience	He has more than 42 years of experience in manufacturing Industry

Particulars	Name of Director
	Mr. Manish Dhariwal
Age	40
Qualification	Chartered Accountant
Directorship in other Company	1. Crayons Advertising Limited 2. Mega Cabs Limited 3. Jam India Private Limited 4. Ecotec Developers Private Limited
Shareholdings in the Company as on 31.03.2008	30664
Experience	He has more than 17 years of experience in Finance.