

BOOK POST



CORPORATE OFFICE: NSIC Complex, Maa Anandmayee Marg, Okhla Industrial Estate, Phase-III, New Delhi-110 020

Ph: +91 11 41516171 Fax: +91 11 26382728 e-mail: info@megacorp Ltd.com

REGD. OFFICE: Plot No. 550, Nayak Mohalla, Behind Golok Dham Mandir, Bijwasan, New Delhi- 110061 Ph: +91 11 28061588



ANNUAL REPORT 2011 - 2012



Mr. Surendra Chhalani
Whole Time Director

Mr. Hulas Mal Lalani
Director

Mr. Sachin Mehra
Director

Mr. Manish Dhariwal
Director

Mr. Ajay Chopra
Director

Ms. Riyanka Jain
Company Secretary

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

Registrar and Transfer Agent
(Electronic & Physical)

M/s Link Intime India Pvt. Ltd.
A-40, 2nd Floor,
Naraina Industrial Area, Phase-II,
Near Batra Banquet Hall,
New Delhi-110 028
Ph.: 011- 41410592, 93, 94
Fax: 011 - 41410591
E-mail: delhi@linkintime.co.in

Registered Office
Plot No-550, Nayak Mohalla, Behind Golak Dham Mandir,
Bijwasan, New Delhi-110061
Ph.: 011-41516171
Fax: 011-26382728
Email: info@megacorppltd.com

INDEX

• Director's Report.....	02-04
• Management Discussion & Analysis.....	05-07
• Report on Corporate Governance.....	08-16
• Auditor's Report.....	17-19
• Financial Statements.....	20-32
• Statement Pursuant to Section 212 of the Companies Act, 1956.....	33
• Financials of the Subsidiary Company	
Mega Airways Ltd.	34-43
• Consolidated Financial Statements	44-58

To
The Members,
Mega Corporation Limited

The Directors have pleasure in presenting the Twenty-Seventh Annual Report with Audited Statement of Accounts of the Company for the financial year ended 31st March, 2012.

FINANCIAL RESULTS		(Rs. in lacs)
Particulars	Year Ended 31.03.2012	Year Ended 31.03.2011
Income from Operation	183.03	358.01
Other Income	23.47	(21.32)
Total Income	206.50	336.69
Profit before Interest & Depreciation	28.00	66.34
Less: Interest	(64.63)	(66.52)
Depreciation	(159.63)	(114.74)
Profit before Taxation	(196.26)	(114.49)
Less: Provision for Taxation	-	-
Deferred Tax	50.56	(24.27)
Profit after Tax	(145.70)	(139.18)
Add: Extra Ordinary items:-	-	-
Add: Amount brought forward	1917.30	2056.48
Balance carried forward to balance sheet	1771.60	1917.30

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 2011-2012 the Company earned the revenue of Rs 206.50 Lacs as compared to Revenue of Rs. 336.69 Lacs in Financial Year 2010-11 . Profit before Interest, Depreciation, tax and Exceptional items is Rs. 28.00 Lacs as against Rs. 66.34 Lacs in the previous Financial year.

Mega Corporation Limited is engaged in the business of operating Nation wide Air Chartered Services (Non-Schedule Air Craft). Mega Air Chartered provides Safe, secure, comfortable and confidential Journey, with services similar to those available on a commercial flight, but with better flight services. The exclusive air charter service is available 24 hours a day and 7 days a week ready to fly anywhere across the whole nation. With an appealing combination of convenience and cost–efficiency, Mega Air Chartered provides the highest quality of customer service which is personalised and ensures complete safety. It offers the perfect air traveling experience with efficient business and private air charter services in and out of India.

SUBSIDIARIES

The Audited statement of Accounts along with Directors' Report for the year ended 31st March 2012 of M/s Mega Airways Ltd, as well as the extent of holding 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

The Board of Directors at its meeting held on 27th March, 2012, appointed Mr. Surendra Chhalani as a Whole Time Director of the Company for a period of 3 years w.e.f. 27th March, 2012, subject to the approval of the Shareholders at the ensuing Annual General Meeting.

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Manish Dhariwal and Mr. Surendra Chhalani, 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 herewith.

Mr. Parag Vinodbhai Vora, AVM K S Venkataraman & Mr. Hemanshu R. Mehta, Directors of the Company resigned from the post of Directorships on 13.10.2011, 13.10.2011 & 10.02.2012 respectively. The Board placed on record its deep appreciation of the services rendered by them during their tenure of office.

AUDIT COMMITTEE

The audit committee has met and reviewed the financial statements for the financial year ended 31.03.2012 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 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 was Nil (Previous Year Nil) and outflow during the year was Rs. 27,35,242/- (Previous year Rs. 1,05,52,941/-).

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 that:

- 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

ACKNOWLEDGEMENTS

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: May 30, 2012

(Surendra Chhalani)
Chairman

1. INDUSTRY

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

As per the Economic Survey 2011-12, India's financial services sector will enjoy generally strong growth during coming years, driven by rising personal incomes, corporate restructuring, financial sector liberalization and the growth of a more consumer-oriented, credit-oriented culture. This should lead to increasing demand for financial products, including consumer loans (especially for cars and homes), as well as for insurance and pension products.

We Endeavour to Fly Higher
“Kites rise highest against the wind, not with it.” — Winston Churchill

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 personalized service and complete safety, and we have been committed to fulfilling these goals ever since our entry in the aviation industry.

2. Opportunities and Threats

2.1 Opportunities

Financial Services Sector:
Financial Sector is an ever green market. The following are the growth drivers for the sector which shows the brighter prospects for the segment:

GROWTH DRIVERS

- Financial Inclusion
- Increasing in incomes with potentially high penetration of both banking and Share Market products to increase the market size
- Regulatory Reforms

Air Chartered Services:
Air charter services in India have seen a fast track growth in the last few years though it is not a much explored area for business in India but It has a lot of potential in India, which has not so far been tapped by big corporate, big hospitals and tourism. The following are the growth drivers for the sector which presents big potential for growth of the business:

GROWTH DRIVERS

- Government
- VIP movements
- Tourism
- Medical Insurance Companies
- Corporate Travel
- Pilgrimage

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 2011-12, Your Company operated in Finance & Investments and Air Chartered Segment:

	(Rs. In Lacs)	
	Year ended 31.03.2012	Year Ended 31.03.2011
(a) Finance / Investments	138.70	118.83
(b) Air Chartered Services	44.33	239.18
	183.03	358.01

4. Outlook

The contours of the financial markets are expanding with the advent of new technology, innovations in products and fast changing customer expectations. The Indian financial services sector comprises a good blend of domestic and foreign participants. Opening up of the financial markets has resulted in competition and greater efficiency; however, foreign participation could also bring in the baggage of increased risk and exposure as recent events have shown. Stability is therefore a critical need for financial markets for which safeguarding mechanisms need to be established, to prevent systemic risks and absorb shocks. Taking into consideration of it your Company also expects a moderate growth. The key drivers for the growth of air charter services in India are primarily government, VIP movements, tourism, medical insurance companies, corporate travel, pilgrimage, and others. Taking into account this factor, the Air Charter Business is also moving with pace simultaneously and we plan to expand our business in coming years.

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. With the expansion plan in place the coming year is expected to be 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.

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 policy of the Government, International agreements on trade and tariffs etc.

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, 2012 was Five. 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 Three Non-Executive Directors and all are Independent Directors as on 31st March 2012.

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, 2012 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. Surendra Chhalani	Executive Director	Whole Time Director	11	11	3	Yes
Mr.Manish Dhariwal	Executive Director	Director	11	11	4	Yes
Mr. Sachin Mehra	Non-Executive & Independent	Director	11	10	6	Yes
Mr. Hulas Mal Lalani	Non-Executive & Independent	Director	11	8	7	No
Mr. Ajay Chopra	Non-Executive & Independent	Director	11	7	2	No

Board Meetings

During the financial year 2011-12, 11 meetings of Board of Directors were held on 30.05.2011, 10.08.2011, 05.09.2011, 13.10.2011, 01.11.2011, 14.11.2011, 16.12.2011, 10.01.2012, 11.02.2012, 14.02.2012 & 27.03.2012.

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 feedback 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 finalization 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.	Mr. Sachin Mehra	Chairman	Non Executive Independent Director
2.	Mr. Ajay Chopra	Member	Non Executive Independent Director
3.	Mr. Surendra Chhalani	Member	Executive Director

During the year 2011-12, the Audit Committee met 6 times as per details given below;

Sr. No.	Date of Meeting	No of Members Present
1.	02.04.2011	3
2.	30.05.2011	3
3.	10.08.2011	3
4.	14.11.2011	3
5.	14.02.2012	3
6.	27.03.2012	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, Mr. Ajay Chopra 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, one meeting of the Committee was held on **27th March, 2012** to consider the re-appointment of Mr. Surendra Chhalani as Whole Time Director.

Details of remuneration paid to the executive director(s) for the period 01.04.2011 to 31.03.2012 are as under:

(Amount in Rs.)

Name of Director	Salary (p.a.)	Perquisites & Allowances (p.a.)	Terms of appointment
1. Mr. Surendra Chhalani	5,31,000/-	1,26,000/-	Re-appointed for a period of 3 years w.e.f. 27.03.2012

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 reconstituted the “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. Further, Company has registered itself for SEBI Complaints Redress System (SCORES) as per the requirement of SEBI Circular No. CIR/OIAE/2/2011 dated 3rd June, 2011.

Constitution of the Committee

Name of the Members	Composition of the Committee
Mr. Sachin Mehra	Chairman
Mr. Surendra Chhalani	Member
Mr. Ajay Chopra	Member

General Body Meetings

(Details about last 3 years Annual General Meetings are as under)

Sr. No.	Date	Place	Time	Special Resolution
1.	30.09.2009	Royal Park Hall, Masjid Moth, Greater Kailash, Part- II, New Delhi-110048	11.30 A.M	No Special resolution was passed.
2.	30.09.2010	Royal Park Hall, Masjid Moth, Greater Kailash, Part- II, New Delhi-110048	11.30 A.M	To appoint Mr. Hemanshu R Mehta as Whole Time Director
3.	30.09.2011	Royal Park Hall, Masjid Moth, Greater Kailash, Part- II, New Delhi-110048	11.30 A.M	No Special resolution was passed.

The above Special resolution was passed by vote of show of hands

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

POSTAL BALLOT

No resolutions passed through Postal ballot as recommended under Companies (Passing of resolution by Postal ballot), Rules, 2001.

Disclosures

1. The details of transactions with related parties are disclosed in note No.35 under the head Notes forming part of Financial Statements 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:**CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT POLICY****ANNUAL DECLARATION BY CEO PURSUANT TO CLAUSE 49(I) (D) (ii) OF STOCK EXCHANGE LISTING AGREEMENT**

As the Executive 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 31,2012.

Place: New Delhi
Date: May 30, 2012

(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**

Day : Saturday
Date : 29th September, 2012
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 2011-12

Dates of Book Closure

28th September, 2012 and 29th September 2012 (both days inclusive)

Financial Calendar

Tentative calendar of events for the financial year 2012-13 (April to March) is as under:

Adoption of Quarterly Financial Results for:

First Quarter - by July/August, 2012 Third Quarter - by January/February, 2013
Second Quarter - by October/November, 2012 Fourth Quarter - by April/May, 2013

Listing at Stock Exchanges

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

Listing Fee for the year 2011-12 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, 2011	0.76	1.27	456851
May, 2011	0.73	1.10	97653
June, 2011	0.65	0.92	204499
July, 2011	0.65	0.82	166705
August, 2011	0.58	0.93	150693
September, 2011	0.52	0.89	187890
October, 2011	0.45	0.78	84294
November, 2011	0.42	0.64	133209
December, 2011	0.37	0.63	231821
January, 2012	0.44	0.63	158589
February, 2012	0.47	0.60	193226
March, 2012	0.36	0.55	162221

Source: www.bseindia.com

Shareholders Complaints

Company has not received any complaint during the financial year 2011-12. There is no complaint pending.

Distribution of Shareholding

Distribution of Shareholding as at 31.03.2012 is as under:

Shareholding	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1- 500	2106	44.40 %	487064	0.49%
501- 1000	870	18.34 %	818822	0.82%
1001- 2000	569	12.00 %	988424	0.99%
2001- 3000	284	5.99 %	772782	0.77%
3001- 4000	122	2.57 %	451999	0.45%
4001-5000	217	4.58 %	1063971	1.06%
5001-10000	272	5.73 %	2174776	2.18%
10001 and above	303	6.39 %	93242162	93.24%
	4743	100 %	100000000	100 %

Shareholding Pattern as at 31.03.2012 is as under:

Category	No. of Shares Held	% of Shareholding
Indian Promoters	52866746	52.87 %
Private Bodies Corporate	14787293	14.79 %
NRI/OCBs	332049	0.33 %
Indian Public	32013912	32.01 %
Total	100000000	100 %

Registrar & Transfer Agent/Investor Correspondence

Pursuant to the SEBI directive, the Company has appointed M/s Linkintime India Pvt. Ltd. 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 31.03.2012, 97495508 number of Equity Shares (97.50 %) 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: cs@megacorppltd.com