

NOTICE

To
The Members

NOTICE is hereby given that the Twenty-eighth Annual General Meeting of the Members of Mega Corporation Limited will be held at **HOTEL CAPITOL HILLS, C-42, Greater Kailash, Part-I, New Delhi -110048** on **Monday, the 30th September, 2013 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, 2013 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. Ajay Chopra, 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 Mr. Shurab Kumar, 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 a Special Resolution:

Appointment of Mr. Shurab Kumar as a Whole Time Director

"RESOLVED THAT in terms of the provisions of Sections 198, 269, 309, 310, 311, 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) the consent of the Company be and is hereby accorded to the appointment of Mr. Shurab Kumar as a Whole Time Director of the Company, as made by the Board in its meeting held on 25th March, 2013 on the following terms and conditions.

- | | | |
|----------------------|---|--|
| 1. Term | : | 3 years with effect from 25.03.2013 |
| 2. Salary | : | Upto Rs.1,50,000/- (Rupees One Lac Fifty Thousands only) per month. |
| 3. Perquisite | : | In addition to the salary the perquisites will be given subject to the condition that the value of all the perquisites taken together per month shall not exceed the amount equal to one month's salary. |

He shall also be eligible to the following perquisites which shall however not to be included in the computation of the ceiling on remuneration specified in Part II of Schedule XIII of the Companies Act, 1956.

- (a) Contribution to Provident Fund, Superannuation Fund or 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 a month's salary for each completed year of service, and,
- (c) En-cashment of leave as per company rules.

Further, car for use on Company's business and telephone at residence for company's business use not to be considered as perquisite."

Place: New Delhi
Date: 04.09.2013

By Order of the Board
For MEGA CORPORATION LIMITED

Sd/-
(SURENDRA CHHALANI)
Whole Time 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.
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, is enclosed.
3. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **28.09.2013 to 30.09.2013 (both days inclusive)**
5. The Members are requested to:
 - (a) Bring their copy of Annual Report at the Annual General Meeting.
 - (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.
6. 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.
7. 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 upto the date of this Annual General Meeting.
8. Members may please note that as a matter of policy no gifts will be distributed at the meeting.
9. Information as required to be given as per Clause 49 of the Listing Agreement is given in the Annual Report on Corporate Governance.

Place: New Delhi
Date: 04.09.2013

By Order of the Board
For MEGA CORPORATION LIMITED

Sd/-
(Surendra Chhalani)
Whole Time Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956**Item No 5**

Mr. Shurab Kumar has been appointed as an additional director effective March 1, 2013 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 forthcoming 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. Shurab Kumar for the office of Director.

The Directors recommend the adoption of the resolutions at item No. 5 of the notice

No Director is in any way concerned or interested in the Resolutions at item no. 5 of the notice except Mr. Shurab Kumar himself

Item No 6:

The Board at its meeting held on March 25, 2013, based on the recommendation of the Remuneration Committee, appointed Mr. Shurab Kumar 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.

Under Schedule XIII of the Companies Act, 1956, the appointment and remuneration of the Mr. Shurab Kumar, is required to be approved by the shareholders by means of a Special Resolution. The Resolution is accordingly recommended for approval of the Shareholders.

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

Place: New Delhi
Date: 04.09.2013

By Order of the Board
For MEGA CORPORATION LIMITED

Sd/-
(Surendra Chhalani)
Whole Time Director

A STATEMENT SHOWING THE INFORMATION OF MR. SHURAB KUMAR PURSUANT TO SUB CLAUSE (IV) OF (B) OF SECTION –II OF PART-II OF SCHEDULE XIII OF THE COMPANIES ACT, 1956.

Sl. No. Particulars

I. GENERAL INFORMATION

(1) Nature of Industry	Air Chartered Service, Finance & Investment Service.
(2) Date or expected date of commencement of commercial production	27.03.1985
(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 indicators	(Rs. In Lac)
	Total Income : 225.98
	Total Expenditure : 213.72
	Profit Before Interest & Depreciation : 12.26
	Profit Before Tax : (145.79)
	Profit after Tax : (77.90)

(5) Export performance and netN.A foreign exchange collaborations	
(6) Foreign Investments or Collaborators, if any	N. A
II. INFORMATION ABOUT THE APPOINTEE	Mr. Shurab Kumar
(1) Background details	He is a graduate and an expert in Garments and Automobile Industries, having about 15 years vast experience.
(2) Past Remuneration	Rs. 1,35,000 p.m.
(3) Recognition or awards	NIL
(4) Job profile and his suitability	<p><u>Handling of job Undertaken:</u> Mr. Shurab Kumar is involved in managing the affair of the company under the superintendence and control of Board of Directors.</p> <p><u>Job Responsibility:</u></p> <p>1. Responsible for all the activities of the company including personnel, financial and commercial management, and corporate planning and project implementation.</p> <p>2. Responsible for the effectiveness of the organization in pursuit of the company's goals and objectives.</p>
(5) Remuneration proposed	As Per Resolution
(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 salary to be paid 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 | Due to break down of Chartered aircraft |
| (2) Steps taken or proposed to be taken for improvement | |
| (3) Expected increase in productivity and profits in measurable terms | |

IV. DISCLOSURE

- | | |
|--|--|
| (1) The Shareholders of the Company shall be informed of the remuneration package of the Managerial person. | Yes |
| 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:- | All the required disclosures will be made in the Annual report of the company. |
| (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pensions etc. of all the directors | |
| (ii) Details of Fixed component and performance linked incentives along with the performance criteria. | |
| (iii) Service contracts, notice period, severance fees. | |
| (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 | |

MEGA CORPORATION LIMITED

Regd. Office: Plot No-550, Nayak Mohalla, Behind Golak Dham Mandir, Bijwasan, New Delhi-110061

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 Eighth Annual General Meeting of the Company to be held at **HOTEL CAPITOL HILLS, C-42, Greater Kailash, Part-I, New Delhi-110048** on Monday, the 30th day of September, 2013 at 11.30 A.M. and at any adjournment thereof.

Signed this _____ day of _____ 2013.

Signature _____

One Rupee
Revenue
Stamp

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: Monday Date: 30.09.2013

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 Eighth Annual General Meeting of the Company held at **HOTEL CAPITOL HILLS, C-42, Greater Kailash, Part-I, New Delhi -110048**, on Monday, the 30th day of September, 2013 at 11.30 A.M.

Member/Proxy Signature

(To be signed at the time of handing over this slip)

BOOK POST

Annual Report
2012 - 13

MEGA
CORPORATION LTD.

MEGA
CORPORATION LTD.

Corporate Office Address: 261, Ground Floor,
Okhla Industrial Estate, Phase-III, New Delhi-110 020 Ph: +91 11 41516171
Fax: +91 11 26912728 e-mail: info@megacorp Ltd.com

Regd. Office: Plot No. 550, Nayak Mohalla, Behind Golok Dham Mandir,
Bijwasan, New Delhi- 110061 Ph: +91 11 47881534

BOARD OF DIRECTORS

Mr. Surendra Chhalani
Whole Time Director

Mr. Shurab Kumar
Whole Time Director

Mr. Sachin Mehra
Director

Mr. Ajay Chopra
Director

Mr. Hulas Mal Lalani
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.
44, Community Center,
Naraina Industrial Area, Phase-I,
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-110 061
Ph: 011-47881534, Email: info@megacorppltd.com



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To
The Members,
Mega Corporation Limited

The Director's have pleasure in presenting the Twenty-Eighth Annual Report with Audited Statement of Accounts of the Company for the financial year ended 31st March, 2013. Key financial results are as under :-

FINANCIAL RESULTS

(Rs. in lacs)

Particulars	Year Ended 31.03.2013	Year Ended 31.03.2012
Income from Operation	155.83	183.03
Other Income	70.15	23.47
Total Income	225.98	206.50
Profit before Interest & Depreciation	12.26	28.00
Less: Interest	(22.06)	(64.63)
Depreciation	(135.99)	(159.63)
Profit before Taxation	(145.79)	(196.26)
Less: Provision for Taxation	-	-
Deferred Tax	67.89	50.56
Profit after Tax	(77.90)	(145.70)
Add: Extra Ordinary items	-	-
Add: Amount brought forward	1771.60	1917.30
Balance carried forward to balance sheet	1693.70	1771.60

DIVIDEND

Due to loss, no dividend is proposed by your Directors for the year under review.

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 2012-2013 the Company earned the revenue of Rs 225.98 Lacs as compared to Revenue of Rs. 206.50 Lacs in Financial Year 2011-12. Profit before Interest, Depreciation, tax and Exceptional items is Rs. 12.26 Lacs as against Rs. 28.00 Lacs in the previous Financial year.

Your Company is engaged in the business of operating Nationwide 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 travelling 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 2013 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.