

NOTICE

Notice is hereby given that the 31st Annual General Meeting (“AGM”) of the Members of M/s Mega Corporation Limited will be held on Thursday, the 22nd day of September, 2016 at 11:30 a.m. at **HOTEL CAPITOL HILLS, C-42, Greater Kailash Part-I, New Delhi- 110048** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31 March, 2016 including audited Balance Sheet as at 31 March, 2016 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (“the Board”) and Auditors thereon.
2. To appoint a Director in place of Mr. Surendra Chhalani (DIN: 00002747), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider ratification of Appointment of Statutory Auditors and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the appointment of M/s Sipani & Associates, Chartered Accountants, as Auditors of the Company for a term of two years i.e. till the conclusion of the 32nd Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 32nd AGM of the Company to be held in the year 2017, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. To ratify appointment of Mr. Navratan Baid (DIN: 00251523) and Mr. Rajendra Kumar Bengani (DIN: 00412859) as an Independent Director and in this regard,

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and Clause 49 of the Listing Agreements, Mr. Navratan Baid and Mr. Rajendra Kumar Bengani, who were appointed as an Additional Director of the Company by the Board of Directors w.e.f. 20th October, 2015, and regularized in the AGM of the Company held on 22nd September, 2016, be and is hereby appointed as an Independent Director of the Company, and to hold office for a period of five consecutive years i.e. from 20th October, 2015 to 19th October, 2020.”

5. To ratify appointment of Mr. Kunal Lalani (DIN: 00002756)) as Director and in this regard,
To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and Clause 49 of the Listing Agreements, Mr. Kunal Lalani who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 20th October, 2015, and regularized in the AGM of the Company held on 22nd September, 2016, be and is hereby appointed as Director of the Company.

By Order of the Board
For MEGA CORPORATION LIMITED

Sd/-
Surendra Chhalani
(Director and CFO)
DIN: 00002747

House No. 246, Sector 31, Faridabad-121003

Place: New Delhi
Date: 29.08.2016

NOTES:

- The relevant details as required under Clause 49 of the Listing Agreement with the stock exchanges, of persons seeking appointment/re-appointment relating to item Nos. 2, 4 and 5 of the Notice are also annexed.
- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.**
THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.
- Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depositories unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
- To promote green initiative, Members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar & Transfer Agent, giving reference of their Folio Number.
- Members may also note that the Annual Report for FY 2015-16 will also be available on the Company's website www.megacorppltd.com for their download.
- Pursuant to the provisions of Clause 35B of the Listing Agreement as well as Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, Mega Corporation Limited is offering e-voting facility to its members in respect of the businesses to be transacted at the 31st Annual General Meeting scheduled to be held on Thursday, 22nd September, 2016 at 11:30 AM at Hotel Capitol Hills, C-42, Greater Kailash Part-I, New Delhi-110048. Attention is invited that the businesses of the meeting may be transacted through electronic voting system. The detailed instructions and other information relating to e-voting are being sent herewith.
- The E-voting period shall begin on 19th September, 2016 at 9.00 a.m. and end on 21st September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Mr. Vikash Gupta, Practicing Company Secretary, (Membership No. ACS 29948), has been appointed as the Scrutinizer to scrutinize the e-voting process.

8. Member(s) can opt for only one mode of voting i.e. either physically voting at the Annual General Meeting, or voting through E-voting/Ballot. A member, who has voted through E-voting mechanism, is not debarred from participating in the general meeting physically. However, he shall not be allowed to vote in the meeting again and his earlier vote (cast through e-means) shall be treated as final.
9. In view of provisions of Section 107 of the Companies Act, 2013 read with general circular no. 20/2014 dated 17th June 2014 issued by the Ministry of Corporate Affairs, voting by show of hands shall not be allowed in the meeting.
10. The Company is not providing video conferencing facility for this meeting.
11. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
12. The Register of Members and Share Transfer Books of the Company will remain closed from **16.09.2016 to 22.09.2016 (both days inclusive)**.
13. The Members are requested to:
 - a) Bring their copy of Annual Report at the Annual General Meeting.
 - b) Take the advantage of dematerialization of shares as Company's scrip has been put under compulsory dematerialization. Shareholders are requested to get in touch with any Depository Participant for getting the shares dematted.
14. 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 and Public Holidays up to the date of this Annual General Meeting.
15. 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**

Sd/-
Surendra Chhalani
(Director and CFO)
DIN: 00002747

House No. 246, Sector 31, Faridabad-121003

Place: New Delhi
Date: 29.08.2016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

In accordance with the provision contained in section 149 read with rule 4 of Companies (Appointment of Directors) Rules, 2014, the Company is required to have at least two Independent Director on its Board. The Board was appointed two additional directors, Mr. Navratan Baid and Mr. Rajendra Bengani on 20th October, 2015 and regularized as Director in AGM held on 22nd September, 2016.

Two Additional Directors who were appointed according to companies act, 2013 has confirmed his eligibility and consented to be appointed as an Independent Director of the Company and has also given a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreements with Stock Exchanges. The Board is of opinion that she fulfills the conditions specified therein and is independent of the management.

Mr. Rajendra Bengani, aged about 53 year, also holds requisite qualification and his experience of handling Corporate will add value to the Board and the Company. Accordingly, it is proposed that Mr. Rajendra Bengani be appointed as Independent Director of the Company for a term of five consecutive years i.e. from 20th October, 2015 to 19th October, 2020 and shall not be liable to retire by rotation.

Save and except Mr. Rajendra Bengani and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 4.

The Board recommends the appointment of Mr. Rajendra Bengani as Independent Director not liable to retire by rotation and propose to pass the resolution set out in item no. 4 of the notice as an Ordinary Resolution.

Mr. Navratan Baid, aged about 59 year, also holds requisite qualification and his experience of handling Corporate will add value to the Board and the Company. Accordingly, it is proposed that Mr. Navratan Baid be appointed as Independent Director of the Company for a term of five consecutive years i.e. from 20th October, 2015 to 19th October, 2020 and shall not be liable to retire by rotation.

Save and except Mr. Navratan Baid and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 4.

The Board recommends the appointment of Mr. Navratan Baid as Independent Director not liable to retire by rotation and propose to pass the resolution set out in item no. 4 of the notice as an Ordinary Resolution.

Item No.5

Mr. Kunal Lalani was appointed as an Additional Director w.e.f. 20th October, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and read with Article of Association of the Company.

Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Kunal Lalani candidature for appointment as Director of the

Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Kunal Lalani on the Board is desirable and would be beneficial to the company and hence recommend resolution no. 5 for adoption.

None of the Directors, except Mr. Kunal Lalani and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution. The Board recommends resolutions under item no. 5 to be passed as an ordinary resolution.

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

**Sd/-
Surendra Chhalani
(Director and CFO)
DIN: 00002747**

House No. 246, Sector 31, Faridabad-121003

**Place: New Delhi
Date: 29.08.2016**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT
THE ANNUAL GENERAL MEETING**

(Pursuant to Clause 49 of the Listing Agreement)

Particulars	Mr. Kunal Lalani	Mr. Navratan Baid
Age	56	59
Qualification	B.Com	B.Com
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	Sanya Resorts and Hospitality Private Limited V and R Auto Gauges Private Limited Bollywood Merchandise Private Limited Crayons Advertising Private Limited Kolkata Call Taxi Private Limited Bengaluru Megacabs Private Limited Vimi Investments & Finance Private Limited Plasopan Engineers India Private Limited Sahyog Properties Private Limited Mega Cabs Private Limited Jam India Private Limited	1. Jaimeera Parivar Enterprises Private Limited 2. Vijex Retail Business Private Limited 3. Kulin Properties Private Limited 4. P B Tech Impact Solutions Private Limited 5. Vijex Vyapaar Private Limited
Number of shares held in the Company	3395000	----
Experience	He has more than 32 years of experience in Advertising & Service Sector Industry.	He has more than 35 years of experience in Xerox Industry.

Particulars	Mr. Rajendra Kumar Bengani	Mr. Surendra Chhalani
Age	53	57
Qualification	B.Com and CA	B.Com
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	1. SMB Marketing Private Limited 2. Exmart Trading Private Limited 3. TML Investments Private Limited 4. Bengani Securities Private Limited 5. Ecartes Technology Private Limited 6. SMB Polymers Private Limited 7. Bengani Capital Services Private Limited 8. Mega Cabs Private Limited	1. Mega Airways Limited 2. Ecotec Developers Private Limited 3. Chandra Mukhi Goods Private Limited
Number of shares held in the Company	----	2000
Experience	He is a Chartered Accountant and has more than 30 years of experience in finance & Accounts.	He is an expert in Finance & Accounts about 30 years vast experience in Limited & private Limited Companies.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 19th September, 2016 at 9.00 a.m. and ends on 21st September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Mega Corporation Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. may follow the same instructions as mentioned above for e-Voting.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

MEGA CORPORATION LIMITED

**Proxy Form
Form No. MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L01120DL1985PLC092375

Name of the company: Mega Corporation Limited

Registered office: 261, Ground Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020.

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member(s) holding shares of the above named Company, hereby appoint

1. Name: Address:
E-mail Id: Signature:, or failing him,
2. Name: Address:
E-mail Id: Signature:, or failing him,
3. Name: Address:
E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the company, to be held on the 22nd day of September, 2016 at 11.30 a.m. at **Hotel Capitol Hills, C-42, Greater Kailash, Part-1, New Delhi- 110048** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1.....
- 2.....
- 3.....
- 4.....
- 5.....

Affix Revenue Stamp of Re. 1

Signed thisday of 20.....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

..... (TEAR HERE).....

**MEGA CORPORATION LIMITED
ATTENDANCE SLIP**

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

Day: Date:
 Time: Place:
 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 31st Annual General Meeting of the Company held at **HOTEL CAPITOL HILLS, C-42, Greater Kailash Part-I**, New Delhi -110048 on Thursday, the 22nd day of September, 2016 at 11.30A.M.

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