

# MEGA CORPORATION LTD.

## Postal Ballot Notice

*[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]*

Dear Member(s),

Notice is hereby given to the member(s) of M/s Mega Corporation Limited (hereinafter referred to as 'the Company'), pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and rules made there under, that the resolutions appended below for Sale of Specified Business/ Assets to Prospective Buyer(s), are proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Mr. Ram Sahay, Company Secretary in Whole time Practice, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members whose name(s) appears in the Register of Members/List of beneficial owner(s) as on 28th August, 2015 (Cut off date) shall be eligible to cast their vote (s). Members desiring to exercise their vote through postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 9th October, 2015 (1700 Hours) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

The voting period begins on 10th September, 2015 at 9.00 a.m. and ends on 9th October, 2015 at 5.00 p.m. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company within three days from the date of the conclusion of the voting after the completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared on or before 12th October, 2015. The result declared along with the scrutinizer's report shall be placed on the website of the company at [www.megacorp Ltd.com](http://www.megacorp Ltd.com) and shall also be communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agents.

### **Item No. 1: Sale of Specified Business/ Assets to Prospective Buyer(s):**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of Companies Act, 2013 read with other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (the "Board", which term shall be deemed to include any duly constituted committee thereof) to sell, assign, transfer, convey and deliver the Business/ Assets as mentioned below, as a whole or in parts, to prospective buyer(s) for an appropriate consideration.

Business / Assets to be sold:-

1. Aircraft (PC-12) of the Company.

261, Ground Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020  
Ph. +91 11 41516171 Fax +91 11 26912728 e-mail : [info@megacorp Ltd.com](mailto:info@megacorp Ltd.com) [www.megacorp Ltd.com](http://www.megacorp Ltd.com)  
CIN- L01120DL1985PLC092375

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, deliver and perform such agreements, contracts, deeds and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/ Semi-Government/ Quasi-Government authorities, lenders, Financial Institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Board, to any Director or any other Officer(s)/ Authorised Representative(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects."

Place: New Delhi  
Date: 26.08.2015

By Order of the Board  
For MEGA CORPORATION LIMITED

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

House No. 246, Sector 31, Faridabad- 121003

### Notes:

- The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
- The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as on **28 August, 2015** (cutoff date). The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
- Members whose names appear on the Register of Members / List of Beneficial Owners as on 28 August, 2015 will be considered for the purpose of voting.
- Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
- The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [info@megacorppltd.com](mailto:info@megacorppltd.com)/[cs@megacorppltd.com](mailto:cs@megacorppltd.com). The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
- Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on 28th August, 2015.
- In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
- A Member cannot exercise his vote by proxy on postal ballot.
- Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours i.e. 9th October, 2015 (1700 Hours).  
The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 9th October, 2015 (1700 Hours), it will be considered that no reply from the Member has been received.
- The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized on or before 12th October, 2015 at the registered office and will also be displayed on the website of the Company at [www.megacorppltd.com](http://www.megacorppltd.com) besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
- The date of declaration of results of the postal ballot, i.e. on or before 12th October, 2015 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
- All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 9th October, 2015.
- Kindly also refer general information annexed with this notice.

### Addresses for Correspondence:

**M/s Mega Corporation Limited**  
261, Ground Floor,  
Okhla Industrial estate, Phase-III,  
New Delhi- 110020.  
Ph: +91 11 41516171  
Fax: +91 11 26912728

**The Scrutinizer**  
C/o M/s Mega Corporation Limited  
261, Ground Floor,  
Okhla Industrial estate, Phase-III,  
New Delhi- 110020.  
Ph: +91 11 41516171  
Fax: +91 11 26912728  
M: +91 9911909737

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: 26.08.2015

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

**Item No.1**

The Board of Directors of your Company are of the opinion that sale of mentioned division of the Company would be more profitable and in the best interests on the Company and Shareholders and accordingly intends to sell, its below mentioned Business/ Assets as whole or in parts to prospective buyer(s) for an appropriate consideration.

Business / Assets to be sold:-

1. Aircraft (PC-12) of the Company.

The proposed buyer(s), for the disposal of the identified Business / Assets, would be finalized by the management depending on the prevailing market conditions. In best interest of the Company, the management does not want to provide any guidance on the likely realization since the same may adversely affect the value to be realized.

The transaction will be inter alia subject to identifying and finalization of prospective buyer(s) for the specified assets by the Board of Directors or committee constituted for this purpose. The Company will also obtain any other approvals, consents and permissions, as may be required for the above mentioned transaction(s).

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the 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. 1.

**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: 26.08.2015**

**I. GENERAL INFORMATION**

1. There will be one postal ballot form for every Folio/ Client ID, irrespective of the number of joint holders.
2. A member can opt for only one mode of voting i.e. either through e-Voting or by postal ballot. If a member casts votes by both modes, then voting done through valid physical postal ballot shall prevail and voting done by e-Voting will be treated as invalid.
3. The Scrutinizer will collate the votes downloaded from the e-Voting system and votes received through post to declare the final result for each of the Resolution forming part of the Notice.

**II. PROCESS FOR VOTING BY PHYSICAL POSTAL BALLOT**

1. Members desiring to cast their vote by postal ballot should complete and sign the postal ballot form (no other form or photo copy thereof is permitted) and send it in the enclosed postage prepaid self-addressed envelope so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Ram Sahay, Company Secretary in Whole Time Practice.
2. Duly completed postal ballot form should reach the Scrutinizer not later than the close of working hours on Friday, 9th October, 2015 (5.00 PM). Postal ballot forms received after this date will be strictly treated as if the reply from the member has not been received.
3. This form should be completed and signed by the member as per the specimen signatures registered with the Company/Depositories. In case of joint holding, this form should be completed and signed by the first named member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by postal ballot is not permitted through Proxy.
4. In case the shares are held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation.
5. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal ballot form bearing tick marks in both the columns will render the postal ballot form invalid.
6. A member seeking duplicate postal ballot form or having any grievance pertaining to the postal ballot process can write to the Company at [info@megacorpltd.com](mailto:info@megacorpltd.com)/[cs@megacorpltd.com](mailto:cs@megacorpltd.com)/ or at its Registered Office Address.
7. Unsigned, incomplete, improperly or incorrectly tick marked postal ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against of if the signature cannot be verified.
8. Members are requested not to send any paper (other than Resolution/ Authorisation as mentioned above) along with the postal ballot form in the enclosed self-addressed envelope. If any extraneous paper is found in the envelope, the same will be destroyed by the Scrutinizer.
9. The decision of the Scrutinizer on the validity of the postal ballot form and any other related matter shall be final.

**III. PROCESS FOR VOTING ELECTRONICALLY**

- (i) The voting period begins on 10th September, 2015 at 9.00 a.m. and ends on 9th October, 2015 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 28th August, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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"> <li>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.</li> </ul>
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"> <li>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).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Mega Corporation Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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](http://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](mailto: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](mailto: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.
- (xix) 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.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

# MEGA CORPORATION LTD.

## POSTAL BALLOT FORM

- Name(s) of Shareholder(s):  
(including joint holders, if any)
- Registered Address of the sole/  
first named shareholder:
- Registered Folio No. (DPID No./  
Client ID No. applicable to investors  
holding shares in dematerialized form):
- Number of Shares held:

I/ We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	Assent/ Dissent	Please place (✓) mark below
1.	Special Resolution, as given at item no. 1 of the Postal Ballot Notice, under Section 180(1)(a) of the Companies Act, 2013 authorising Board of Directors for sale of specified asset to prospective buyer(s).		I/We assent to the resolution	
			I/We dissent to the resolution	

Date: \_\_\_\_\_

Place: \_\_\_\_\_

\_\_\_\_\_  
(Signature of the Member)

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CIN- L01120DL1985PLC092375