

MEGA CORPORATION LTD.

NOTICE

Notice is hereby given that the 33rd Annual General Meeting (“AGM”) of the Members of M/s Mega Corporation Limited will be held on Friday, the 28th day of September, 2018 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 31st March, 2018 including audited Balance Sheet as at 31st March, 2018 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. Shurab Kumar (DIN: 02034499), 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 M/s Virendra Pradeep & Co., Chartered Accountants who were appointed as Auditors of the Company for a term of five years at the last Annual General Meeting of the Company held on 22nd September, 2017 i.e. till the conclusion of the 37th Annual General Meeting (AGM), subject to ratification at every AGM, M/s Virendra Pradeep & Co., now be and is hereby appointed to hold the office from the conclusion of this AGM till the conclusion of the 37th AGM of the Company to be held in the year 2022, 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.”

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

**Place: New Delhi
Date: 27.08.2018**

**Sd/-
(Kunal Lalani)
Director
DIN: 00002756**

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

Registered office: 108, First Floor, Taimoor Nagar, Opp. New Friends Colony, New Delhi - 110025
Website: www.megacorppltd.com, Email:- info@megacorp.ltd
Ph:-+91 11 41516171, Fax:- +91 11 26912728
CIN: L65100DL1985PLC092375

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTYEIGHT HOURS (48 HOURS) BEFORE THE SCHEDULED TIME FOR HOLDING THE AFORESAID MEETING. A BLANK PROXY FORM IS ENCLOSED.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the company.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
5. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
6. The Annual Report 2017-18 is being sent through electronic mode only to those members whose email address are registered with the Company/Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email address, physical copies of the annual report 2017-18 are being sent by the permitted mode.
7. The Landmark for reaching venue of Annual General Meeting is M Block Market, Greater Kailash, Part-I.
8. Route Map for easy location of Venue of Annual General Meeting is attached herewith the Notice of Annual General Meeting.
9. No gifts, gifts coupons, or cash in lieu of gifts is distributed in the Meeting.
10. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the Special Businesses as set out above is annexed hereto and form part of this notice.
11. Additional Information, pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, In respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice.
12. Members are requested to bring their attendance slip along with Note that copies of Annual Report will not be distributed at the Annual General Meeting.
13. Members/Proxies/Authorized Representatives are requested to deposit the attendance slip duly filled in and signed for attending the Meeting. Members who hold shares in dematerialization form are requested to write their client ID and DP ID numbers for identification.
14. Members, who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

15. The Notice for the Annual General Meeting and the Annual Report will be available for inspection at the Registered Office of the Company on all working days in business hour up to the date of Annual General Meeting. The above said shall also be available on the Company's website at www.megacorppltd.com and on the website of the Link Intime India Private Limited for inspection and downloading by the shareholders of the company
16. Members seeking further information on the Accounts or any other matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.
17. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company during the office hours on all working days (except Saturdays, Sundays and Public Holidays) between 11: 00 A.M. to 1: 00 P.M up to the date of this Annual General Meeting.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their de-mat account. Member holding shares in physical form can submit their PAN details to the Company at the Registered Office of the Company.
19. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
20. The Register of Members and Share Transfer Books shall remain closed from 23.09.2018 to 28.09.2018 (Both days inclusive).
21. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.
22. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has provided a facility to the members to exercise their votes electronically through the electronic voting system facility arranged by Link Intime India Private Limited. The Facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice.
23. Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September, 2018 at 9.00 a.m. and ends on 27th September, 2018 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 21st September, 2018 may cast their vote electronically.

Instructions for shareholders to vote electronically:

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Shareholders holding shares in Demat Form or 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 depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’.

They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please [click here](#) or you may refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Members holding shares in physical form are requested to intimate their e-mail address to **M/s. Link Intime India Pvt. Ltd.** either by delhi@linkintime.co.in or by sending a communication at the M/s. Link Intime India Pvt. Ltd, 44, Community Center, Naraina Industrial Area, Phase-I, New Delhi-110 028.

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

**Place: New Delhi
Date: 27.08.2018**

**Sd/-
(Kunal Lalani)
Director
DIN: 00002756**

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

DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AT FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India.)

Name	Mr. Shurab Kumar
Date of Birth	10/02/1955
Age	63
Din	02034499
Qualification	Graduate
Expertise in specific functional areas	Mr. Shurab Kumar is a Graduate and an expert in Garments and Automobile Industries having about 15 years of vast experience.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	Nil
Last Drawn Remuneration	Nil
Date of Appointment	01/11/2017
No. of Board Meetings attended during the year	8
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	Unlisted Private Companies: Nil
Number of shares held in the Company	Nil
Brief Resume	Mr. Shurab Kumar is a Graduate and an expert in Garments and Automobile Industries having about 15 years of vast experience.

MEGA CORPORATION LIMITED

CIN: L65100DL1985PLC092375

Registered office: 108, First Floor, Taimoor Nagar, Opp. New Friends Colony, New Delhi -110025

Website: www.megacorppltd.com, Email:- info@megacorp.ltd

Ph:-+91 11 41516171, Fax:- +91 11 26912728

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]

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

- Name: Address:
E-mail Id: Signature:, or failing him,
- Name: Address:
E-mail Id: Signature:, or failing him,
- 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 **33rd Annual General Meeting** of the company, to be held on **Friday, the 28th day of September, 2018 at 11:30 a.m. at HOTEL CAPITOL HILLS, C-42, Greater Kailash Part-I, New Delhi-110048** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

S. No.	Particulars of Resolution	For	Against
1.	Adoption of Financial Statements for the year ended March 31, 2018.		
2.	Re-appointment of Mr. Shurab Kumar, who retires by rotation, being eligible, seek reappointment.		
3.	Ratification of appointment of Auditors and fixing their remuneration.		

Signed thisday of 20.....

Signature of shareholder

Signature of Proxy holder(s)

Note: 1. 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.

2. A proxy need not be a member of the Company.

3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

Affix Revenue
Stamp of Re. 1

(TEAR HERE)

MEGA CORPORATION LIMITED

CIN: L65100DL1985PLC092375

Registered office: 108, First Floor, Taimoor Nagar, Opp. New Friends Colony, New Delhi -110025

Website: www.megacorppltd.com, Email:-info@megacorp.ltd

Ph:-+91 11 41516171, Fax:- +91 11 26912728

ATTENDANCE SLIP

33rd Annual General Meeting on Friday, 28th September, 2018 at 11:30 A.M.

(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 33rd Annual General Meeting of the Company held on **Friday, the 28th day of September, 2018 at 11:30 a.m. at HOTEL CAPITOL HILLS, C-42, Greater Kailash Part-I, New Delhi-110048.**

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

Route Map for 33rd Annual General Meeting (AGM) of the Company to be held on
Friday, September 28, 2018 at 11.30 A.M. at Hotel Capitol Hills,
C-42, Greater Kailash, Part-I, New Delhi-110048

