

MEGA CORPORATION LTD.

NOTICE

Notice is hereby given that the 30th Annual General Meeting ("AGM") of the Members of Mega Corporation Limited will be held on Tuesday, the 22nd day of September, 2015 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, 2015 including audited Balance Sheet as at 31 March, 2015 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. Hulas Mal Lalani (DIN: 00257693), 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 three 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 31st AGM of the Company to be held in the year 2016, 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 Mrs. Anisha Anand (DIN: 00407509) 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, Mrs. Anisha Anand, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. June 23, 2014, and regularized in the AGM of the Company held on September 30, 2014, 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 June 23, 2014 to June 22, 2019."
5. Approval of Re- designation of Mr. Shurab Kumar (DIN: 02034499) as Whole- Time Director and in this regard,

261, Ground Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020
Ph. +91 11 41516171 Fax +91 11 26912728 e-mail : info@megacorppltd.com www.megacorppltd.com
CIN- L01120DL1985PLC092375

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

"RESOLVED THAT pursuant to Sections 196, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mr. Shurab Kumar, be and is hereby re-designated as Whole Time Director of the Company w.e.f. 20th day of April, 2015 for a period of 5 years, on the remuneration and terms and conditions as set out in the explanatory statement annexed.

RESOLVED FURTHER THAT Board of the Directors be and is hereby authorized to change term and conditions and remuneration of the Whole-Time Director in accordance with the conditions prescribed in Schedule V and other provisions of the Companies Act, 2013, subject to approval of shareholders in next general meeting of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this 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: 26.08.2015

NOTES:

1. 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 appended.
2. **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.
3. 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.
4. 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.
5. Members may also note that the Annual Report for FY 2014-15 will also be available on the Company's website www.megacorp Ltd.com for their download.
6. 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 30th Annual General Meeting scheduled to be held on Tuesday, 22nd September, 2015 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.
7. The E-voting period shall begin on 19th September, 2015 at 9.00 a.m. and end on 21st September, 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 15th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Mr. Vikash Gupta, Practising Company Secretary, (Membership No. ACS 29948 and Certificate of Practice No. 10785), 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 **16.09.2015 to 22.09.2015 (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 upto 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: 26.08.2015**

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 three Independent Director on its Board. Mrs. Anisha Anand was appointed as an Additional Director on June 23, 2014 and regularized as Director in AGM held on September 30, 2014.

Mrs. Anisha Anand has confirmed her 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.

Mrs. Anisha Anand, aged about 44 years, also holds requisite qualification and her experience of handling Corporates will add value to the Board and the Company. Accordingly, it is proposed that Mrs. Anisha Anand be appointed as Independent Director of the Company for a term of five consecutive years i.e. from June 23, 2014 to June 22, 2019 and shall not be liable to retire by rotation.

Save and except Mrs. Anisha Anand and her 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 Mrs. Anisha Anand 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. Shurab Kumar, who was appointed as Director in the Company on 01.03.2013, was appointed as Whole Time Director with effect from 20th April, 2015, by the Board of Directors subjects to approval by a resolution at the next General Meeting. Mr. Kumar is possessing vast experience in this field and is also associated with the Company from a long time

The material provisions of his appointment as enumerated as under :

A. Salary: As of now, no salary is payable to Mr. Shurab Kumar. However, the Board of Directors may consider to pay salary and grant such increases from time to time within the limits prescribed by the Act any limitations imposed by shareholders and during the continuation of his present period of appointment, which shall be put up for approval of shareholders, in next general meeting following such variation.

B. Perquisites: 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 Section IV of Schedule V.

- (i) Contribution to Provident Fund, Superannuation Fund of 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.
- (ii) Gratuity payable at a rate not exceeding half month's salary for each completed year of Service.
- (iii) Encashment of leave as per Company Rules.

Save and except Mr. Shurab Kumar 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. 5.

The Board recommends the appointment of Mr. Shurab Kumar as Whole Time Director and propose to pass the resolution set out in item no. 5 of the notice 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: 26.08.2015**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT
THE ANNUAL GENERAL MEETING
(Pursuant to Clause 49 of the Listing Agreement)**

Particulars	Mr. Shurab Kumar	Mr. Hulas Mal Lalani
Age	60	71
Qualification	Graduate	Graduate
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	OPM Promoters Private Limited	1. Crayons Advertising Private Limited 2. Mega Cabs Private Limited 3. Indication Instruments Limited 4. Aarham Engineers Private Limited 5. Plasopan Engineers India Private Limited 6. Duropan Engineers (India) Private Limited 7. Duro Prints private Limited
Number of shares held in the Company	---	7,86,000
Experience	He has more than 17 years of experience in Garment and Automobile industries.	He has more than 45 years of experience in manufacturing industry.

Particulars	Mrs. Anisha Anand
Age	44
Qualification	Graduate
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	1. Anand Power Limited 2. Mega Airways Limited
Number of shares held in the Company	---
Experience	She has more than 10 years of Experience of Power Industry

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 19th September, 2015 at 9.00 a.m. and ends on 21st September, 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 15th September, 2015 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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

Form No. MGT-11

Proxy Form

[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 30th Annual General Meeting of the company, to be held on the 22nd day of September, 2015 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 this.....day 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 I hereby record my presence at the 30th Annual General Meeting of the Company held at **HOTEL CAPITOL HILLS, C-42, Greater Kailash Part-I, New Delhi -110048** on Tuesday, the 22nd day of September, 2015 at 11.30 A.M.

Member/Proxy Signature

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