

MEGA CORPORATION LTD.

NOTICE

Notice is hereby given that the 32nd Annual General Meeting ("AGM") of the Members of M/s Mega Corporation Limited will be held on Friday, the 22nd day of September, 2017 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, 2017 including Audited Balance Sheet as at 31st March, 2017 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. Kunal Lalani (DIN: 00002756), 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 Virendra Pradeep & Co., Chartered Accountants, as Auditors of the Company for a term of five years i.e. till the conclusion of the 37th Annual General Meeting (AGM), subject to ratification at every AGM. M/s Virendra Pradeep & Co. be and is hereby appointed to hold the office from this AGM till the conclusion of the 37th AGM of the Company to be held in the year 2022, at such remuneration & applicable taxes, 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 consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Sachin Mehra (DIN – 00026967), appointed for a term of two consecutive years from the conclusion of this Annual General Meeting up to 31st March, 2019 and has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and his term of office shall not be liable to retire by rotation pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with stock exchanges (Including any statutory modification(s) or re-enactment thereof for the time being in force)."

“**RESOLVED FURTHER THAT** the Board of directors of the Company, be & are hereby authorize to do all such acts, deeds and things and to file such e-forms and to execute all such documents as may be required to give effect to the aforesaid resolution.”

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

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

**Place: New Delhi
Date: 28.08.2017**

House No. 246, Sector 31, Faridabad-121003

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. 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.
3. 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.
4. 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.
5. The Annual Report 2016-17 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 2016-17 are being sent by the permitted mode.
6. The Landmark for reaching venue of Annual General Meeting is M Block Market, Greater Kailash, Part-I.
7. Route Map for easy location of Venue of Annual General Meeting is attached herewith the Notice of Annual General Meeting.
8. No gifts, gifts coupons, or cash in lieu of gifts is distributed in the Meeting.
9. 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.
10. 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.
11. 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.
12. Members/Proxies/Authorized Representatives are requested to deposit the attendance slip duly filed 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.
13. 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.

14. 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.megacorpltd.com and on the website of the CDSL [//www.cdslindia.com/](http://www.cdslindia.com/) for inspection and downloading by the shareholders of the company
15. 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.
16. 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.
17. 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.
18. 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.
19. The Register of Members and Share Transfer Books shall remain closed from 16.09.2017 to 22.09.2017 (Both days inclusive).
20. 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.
21. 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 CDSL. 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.
22. Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 17th September, 2017 at 9.00 a.m. and ends on 20th September, 2017 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, 2017 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 de-mat 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 De-mat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)</p> <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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your de-mat account or in the company records in order to login.</p> <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 de-mat 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 de-mat 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 De-mat 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.
- xxii) M/s Vikash Gupta & Associates, Practicing Company Secretary (Membership No. FCS 9198 & CP No. 10785), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xxiii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xxiv) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman who shall countersign the same and declare the result of the voting forthwith.
- xxv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.megacorppltd.com and on the website of CDSL immediately after the declaration of result by the Chairman and communicated to all the Stock Exchanges, where the securities of the Company are listed.

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, 2nd Floor, Naraina Industrial Area, Phase-I, New Delhi- 110 028.

**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: 28.08.2017**

Mega Corporation Ltd.

Note: SEBI issued a communication to Stock Exchanges bearing no. SEBI/HO/ISD/OW/P/2017/18183 dated 07th August, 2017 along with list of 331 suspected shell companies. The name of our company appeared in that list & the company has made representation to SEBI & BSE Limited requesting to withdraw the name from that list.

Annexure to the Notice

Mr. Sachin Mehra, a non-executive Independent Director has been considered as an Independent Director under Reg. 16 (1) (b) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

As per the provisions of section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to two consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Sachin Mehra has given a declaration to the Board that he meets the criteria of independence as provided under section 149 (6) of the Act.

Mr. Sachin Mehra is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Mr. Sachin Mehra is holding DIN: 00026967 and declares that he is not disqualified from being appointed as a Director under the act as per section 152(4) of the Companies Act, 2013.

The matter regarding appointment of Mr. Sachin Mehra as an Independent Director was placed before the Nomination and Remuneration Committee, which recommends his appointment as an Independent Director for a term of two consecutive years from the conclusion of this Annual General Meeting upto 31st March, 2019.

In the opinion of the Board, Mr. Sachin Mehra fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as an Independent Director.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sachin Mehra as an Independent Director. Accordingly, In compliance with the provisions of section 149 read with Schedule IV of the Act, the Board recommends the resolution in relation to the appointment of Mr. Sachin Mehra as an Independent Director before the Members in general meeting for their approval.

Save and except above, none of the other Directors/Key managerial personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed ordinary resolution set out in Item No. 4.

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. Kunal Lalani
Date of Birth	01/08/1960
Age	57
Din	00002756
Qualification	B. Com.
Expertise in specific functional areas	Wide experience in Advertising & Service Sector Industry.
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	20/10/2015
No. of Board Meetings attended during the year	14
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	<p>Unlisted Private Companies:</p> <ol style="list-style-type: none"> 1. ULTRAVIOLET DIGITAL SOLUTIONS LLP 2. MEGALUXURIES & HOTELS LLP 3. VAND RAUTO GAUGES PRIVATE LIMITED 4. ECOTEC DEVELOPERS PRIVATE LIMITED 5. BOLLYWOOD MERCHANDISE PRIVATE LIMITED 6. CRAYONS ADVERTISING PRIVATE LIMITED 7. BB HOSPITALITY VENTURES PRIVATE LIMITED 8. SANYA RESORTS AND HOSPITALITY PRIVATE LIMITED 9. BRITONNA HOTEL AND YACHT CLUB PRIVATE LIMITED 10. KOLKATA CALL TAXI PRIVATE LIMITED 11. BENGALURU MEGACABS PRIVATE LIMITED 12. VIMI INVESTMENTS AND FINANCE PRIVATE LIMITED 13. PLASOPAN ENGINEERS INDIA PRIVATE LIMITED 14. SAHYOG PROPERTIES PRIVATE LIMITED 15. MEGA CABS PRIVATE LIMITED 16. JAM INDIA PRIVATE LIMITED
Number of shares held in the Company	3395000
Brief Resume	He has more than 32 years of experience in Advertising & Service Sector Industry.

Name	Mr. Sachin Mehra
Date of Birth	12/05/1972
Age	45
Din	00026967
Qualification	BCA
Expertise in specific functional areas	Wide experience in Information Technology.
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	30/06/2000
No. of Board Meetings attended during the year	6
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	Unlisted Private Companies: <ol style="list-style-type: none"> 1. ULTRAVIOLET DIGITAL SOLUTIONS LLP 2. LF SOUTHASIALLP 3. MEDRA INNOVATIONS PRIVATE LIMITED 4. INVENTUM TECHNOLOGIES PRIVATE LIMITED 5. MEGACABS PRIVATE LIMITED
Number of shares held in the Company	3000
Brief Resume	He has more than 20 years of experience in field on Information Technology.

MEGA CORPORATION LIMITED

CIN: L01120DL1985PLC092375

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

Website: www.megacorp.ltd.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

- 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 **32nd Annual General Meeting** of the company, to be held on **Friday, the 22nd day of September, 2017** 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.

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



Signed this.....day 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.

..... (TEAR HERE)

MEGA CORPORATION LIMITED

CIN: L01120DL1985PLC092375

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

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

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

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 **32nd Annual General Meeting** of the Company held on **Friday, the 22nd day of September, 2017 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)

