MEGA CORPORATION LIMITED

NOTICE

Notice is hereby given that the 34th Annual General Meeting ("AGM") of the Members of M/s Mega Corporation Limited will be held on Wednesday, the 25th day of September, 2019 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, 2019 including audited Balance Sheet as at 31 March, 2019 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.

   Based on term of Appointment, Executive and Non-Executive Directors are liable to retire by rotation. Mr. Hulas Mal Lalani, Non-Executive, Non Independent Director who is liable to retire by rotation being eligible, seeks reappointment. The Board recommended his reappointment.

   "RESOLVED THAT pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Shareholders of the company be and is hereby accorded to the reappointment of Mr. Hulas Mal Lalani as Director, who is liable to retire by rotation.

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, and on the recommendations of Audit Committee, M/s Virendra Pradeep & Co., Chartered Accountants, who were appointed as Auditors of the company for a term of 5 years at the Annual general Meeting held for the Financial year 2016-17 till the conclusion of Annual General Meeting for the Year 2022 subject to ratification at every AGM, be and is hereby ratified and appointed as Statutory Auditor of the company till the conclusion of 37th Annual general Meeting to be held in the year 2020 at such remuneration plus 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 approve appointment of Mr. Surendra Kumar Pagaria (DIN: 02945040) 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. Surendra Kumar Pagaria, 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. the conclusion of this Annual general Meeting till the conclusion of Annual General Meeting for the year 2024."

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: 13.08.2019

Notes:

As Mega Corporation Limited, being a listed company and having more than 1000 shareholders, is compulsorily required to provide remote e-voting facility or postal ballot to members in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting by show of hands will not be available to the members at the 34th AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

This notice is sent to all the members whose name appears as on 23rd August, 2019 in the Register of Members

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 THANFORTYEIGHT 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 2018-19 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 2018-19 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 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.
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. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and in case the shares are held in physical form to the Company's Registrar and Share Transfer Agents,
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.megacorpltd.com and on the website of the CDSL//www.cdslindia.com/ for inspection and downloading by the shareholders of the company
16. To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Financial Results etc. from the Company electronically
17. 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.
18. 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.
19. 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.
20. 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.
21. The Register of Members and Share Transfer Books shall remain closed from 19.09.2019 to 25.09.2019 (Both days inclusive).
22. 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.
23. The Board of Directors has appointed Mr. Vikash Gupta, Practicing Company Secretary as the Scrutinizer for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and he has consented to act as scrutinizer.

24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot papers 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. The Scrutinizer shall, within 24 hours from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other Key Managerial Personnel who shall countersign the same and declare the results of the voting within 48 hours of conclusion of Annual General Meeting.
25. The results declared along with the report of Scrutinizer shall be placed on the website of the Company www.megacorpltd.com and on the website of NSDL immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.
26. The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.
27. Voting through electronic means:

Instructions for shareholders to vote electronically:

(i) The voting period begins on Sunday the 22nd September, 2019 at 9.00 a.m. and ends on Tuesday the 24th September, 2019 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 18th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Instructions for shareholders to vote electronically:

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

1. Visit the e-voting system of LIIPL. 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 LIIPL: 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). • 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.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: 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".

Incase 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 LIIPL.

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 LIIPL: 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 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 enotices@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., Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri , New Delhi- 110 058.

By Order of the Board
For MEGA CORPORATION LIMITED

	Sd/-	**Sd/-**
	(Kunal Lalani)	**(Surendra Chhalani)**
	Director	**Director**
Place: New Delhi	**DIN: 00002756**	**DIN: 00002747**
Date: 13.08.2019		

EXPLANATORY STATEMENT

Annexed to the Notice convening the 34th Annual General Meeting to be held on Wednesday the 25th Day of September, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 13th August, 2019, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the regularization of appointment of **Mr. SURENDRA KUMAR PAGARIA** as Independent Directors of the Company for 5 Consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting for the Financial Year 2024, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to their respective appointment.

The Committee and the Board are of the view that, the knowledge and experience of **Mr. SURENDRA KUMAR PAGARIA,** it would beneficial for the company to Regularize the appointment of **Mr. SURENDRA KUMAR PAGARIA** as Independent Director of the company under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, **Mr. SURENDRA KUMAR PAGARIA** fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Directors.

Consent of the Members by way of Ordinary Resolution is required for appointment of **Mr. SURENDRA KUMAR PAGARIA,** as Independent Director in terms of Section 149 of the Act.

Requisite Notices under Section 160 of the Act proposing the appointment of **Mr. SURENDRA KUMAR PAGARIA** have been received by the Company, and consents have been filed by **Mr. SURENDRA KUMAR PAGARIA** pursuant to Section 152 of the Act.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 4 of the Notice. The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members

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	Surendra Kumar Pagaria
Date of Birth	21.10.1965
Age	54 YEARS
DIN	02945040
Qualification	Graduate
Expertise in specific functional areas	He has Vast Industrial Experience in Multi Diversified Business and presently owning manufacturing and distribution of frozen food products.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointed as an Independent Director of the company, and hold office for a period of five consecutive years i.e., from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting for the year 2024
Last Drawn Remuneration	N.A.
Date of Appointment	13.08.2019
No. of Board Meetings attended during the year	N.A.
Chairmanships/ Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	NIL
Number of shares held in the Company	N.A.
Brief Resume	Qualification:- B.Com Experience:- 30 Years in Customer Electronics Goods 11 Years in Food Manufacturing & Distribution 8 Years in Retail Vending and Registered Owners of food out let
Relationship Between Directors inter-se:	No Relation

MEGA CORPORATION LIMITED

CIN: L65100DL1985PLC092375

Registered office: 108, First Floor, Taimoor Nagar, Opp. New Friends Colony, New Delhi - 110025
Website: www.megacorpltd.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 **34th Annual General Meeting** of the company to be held on **Wednesday, the 25th day of September, 2019 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, 2019.		
2.	Re-appointment of Mr. Hulas Mal Lalani, who retires by rotation, being eligible, seek reappointment.		
3.	Ratification of appointment of Auditors and fixing their remuneration.		
4.	Regularization of Appointment of Mr. SURENDRA KUMAR PAGARIA As Independent Director of the Company for 5 years.		

Signed this……..day of……..… 20……

Signature of shareholder ……..

Signature of Proxy holder(s) ……...

Affix Revenue Stamp of Re. 1

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: L65100DL1985PLC092375

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

ATTENDANCE SLIP

34th Annual General Meeting on Wednesday, the 25th day of September, 2019 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 34th Annual General Meeting of the Company held on **Wednesday, the 25th day of September, 2019** 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)