

## NOTICE OF THE 38TH ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting ("AGM") of the Members of M/s Mega Corporation Limited will be held on Tuesday, the 26th day of September, 2023 at 11:30 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility deemed to be conducted at the Registered Office of the Company to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item No. 1: Adoption of Financial Statements:**

To consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March, 2023 together with the Reports of the Board of Directors (the "Board") and Auditors thereon.

#### **Item No. 2: Appointment of Mrs. Anisha Anand (DIN: 00407509), the Director Liable to Retire by Rotation:**

To appoint a Director in place of Mrs. Anisha Anand (DIN: 00407509), who retires by rotation and being eligible, seeks reappointment.

### **SPECIAL BUSINESS:**

#### **Item No. 3: Increasing the remuneration of Mr. Surendra Chhalani, Executive Director and Chief Financial Officer of the Company**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** Pursuant to the recommendation of Nomination and Remuneration Committee (the "NRC") and the resolution passed at the Meeting of Board of Directors dated 30th May, 2023 & pursuant to Members approval in their meeting held on 26th September, 2023 and in accordance with the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for time being in force) and as per Articles of Association of the Company, the consent of the Shareholders be and is hereby accorded, for increasing in the maximum remuneration payable to Mr. Surendra Chhalani, Executive Director and Chief Financial Officer of the Company with effect from 1st April, 2023 in the following manner and such remuneration may exceed 5% (five percent) being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013:-

1. To increase the Basic Salary of Mr. Surendra Chhalani upto Rs. 1,00,000/- (Rupees One Lakh only) per month; and
2. Perquisites: He will be entitled to furnished/non-furnished accommodation or house rent allowance of Rs. 18,000, and such other perquisites in accordance with the Company's rules,
3. Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules.

**RESOLVED FURTHER THAT** the company shall not pay any sitting fee to Mr. Surendra Chhalani for attending the meetings of the Board of Directors or any such other meetings.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, Mr. Surendra Chhalani shall be entitled to receive remuneration including perquisites, etc. upto the limit as approved by the members herein above, as minimum remuneration.

**RESOLVED FURTHER THAT** the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

**RESOLVED FURTHER THAT** in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Surendra Chhalani be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law."

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the resolution and to seek such approval/consent from the government departments, if any, as may be required in this regard.

**Item No. 4: Regularization of an Additional Director Mr. Lokesh Kumar Sethia (DIN: 08075151) as a Non-Executive Non- Independent Director.**

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

**"RESOLVED THAT**, Mr. Lokesh Kumar Sethia (DIN: 08075151), who was appointed as an Additional Director on the Board of Directors of the Company with effect from 30th May, 2023, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

**"RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby authorised to take all the steps as may be necessary to give complete effect to this resolution."

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

**Place: New Delhi  
Date: 26.08.2023**

**Sd/-  
(Surendra Chhalani)  
Director and CFO  
DIN: 00002747  
House No. 246, Sector 31, Faridabad-121003**

### **Notes:**

This Notice, together with the Annual Report for the financial year 2022-23, is being sent only in electronic form, in accordance with the relaxation granted by the Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023, to all the shareholders whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as at the close of business hours on 25th August, 2023 and who have registered their email id with the Company/Depositories.

#### **1. Appointment of Proxy**

Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 38th (Thirty Eighth) AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.

#### **2. Book Closure**

The register of members and share transfer books of the Company will remain closed from 19th September, 2023 to 26th September, 2023 (both days inclusive).

#### **3. Voting**

- i. In accordance with the provisions of Section 108 of the Companies Act, 2013, read with 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 has provided the facility of voting by electronic means (remote e-voting) to the members.
- ii. The Board of Directors has appointed d Mr. Vikash Gupta, Practicing Company Secretary, as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
- iii. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") and National Securities Depository Limited ("NSDL") to provide e-voting facilities, enabling the members to cast their vote electronically in a secure manner.
- iv. It may be noted that the remote e-voting facility is optional. The remote e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the following voting period:  
  
The remote e-voting would commence on Saturday, the 23rd September, 2023 (9:00 A.M.) and end on Monday, the 25th September, 2023 (5:00 P.M.).
- v. During the above period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 19th September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL/NSDL for voting after 5:00 P.M. on 25th September, 2023. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
- vi. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [cs@megacorppltd.com](mailto:cs@megacorppltd.com) with a copy marked to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in)
- vii. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in). However, if he / she is already registered with LIPL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
- viii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, 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.
- ix. The results declared along with the report of Scrutinizer shall be placed on the website of the Company [www.megacorppltd.com](http://www.megacorppltd.com) and on the website of Link Intime India Private Limited [www.linkintime.co.in](http://www.linkintime.co.in) 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.

#### 4. Other Matters

- A. Members who are holding shares in physical form are requested to avail dematerialisation facility. For further information, please refer to FAQs posted by National Securities Depository Limited on its website: [www.nsdl.co.in](http://www.nsdl.co.in) and Central Depository Services (India) Limited on its website [www.cdsindia.com](http://www.cdsindia.com).
- B. The procedures and instructions for 'remote e-voting', 'attending the meeting' and 'e-voting at the meeting' are furnished below as part of this Notice.
- C. 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.
- D. 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.
- E. 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.
- F. 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](http://www.megacorppltd.com) and on the website of the Link Intime India Private Limited at [www.linkintime.co.in](http://www.linkintime.co.in) for inspection and downloading by the shareholders of the company.
- G. 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. 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.

#### PROCEDURES / INSTRUCTIONS

##### Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - ▶ Select the "**Company**" and '**Event Date**' and register with your following details: -
- A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.
  - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
  - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
  - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. **Mobile No.:** Enter your mobile number.
- D. **Email ID:** Enter your email id, as recorded with your DP/Company.
  - ▶ Click "**Go to Meeting**" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. 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’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

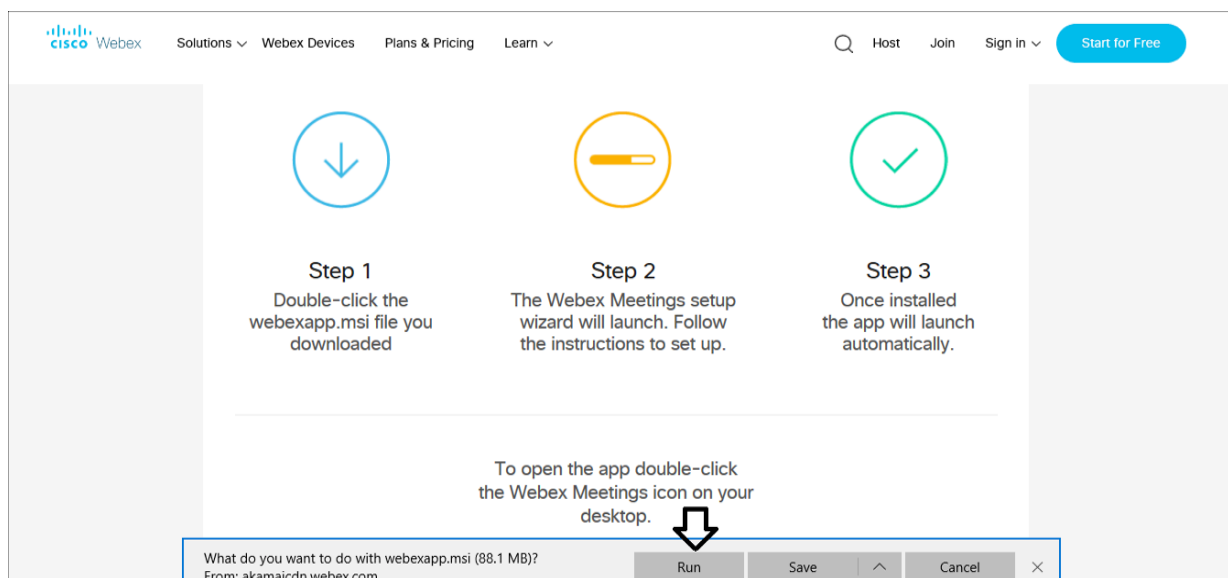
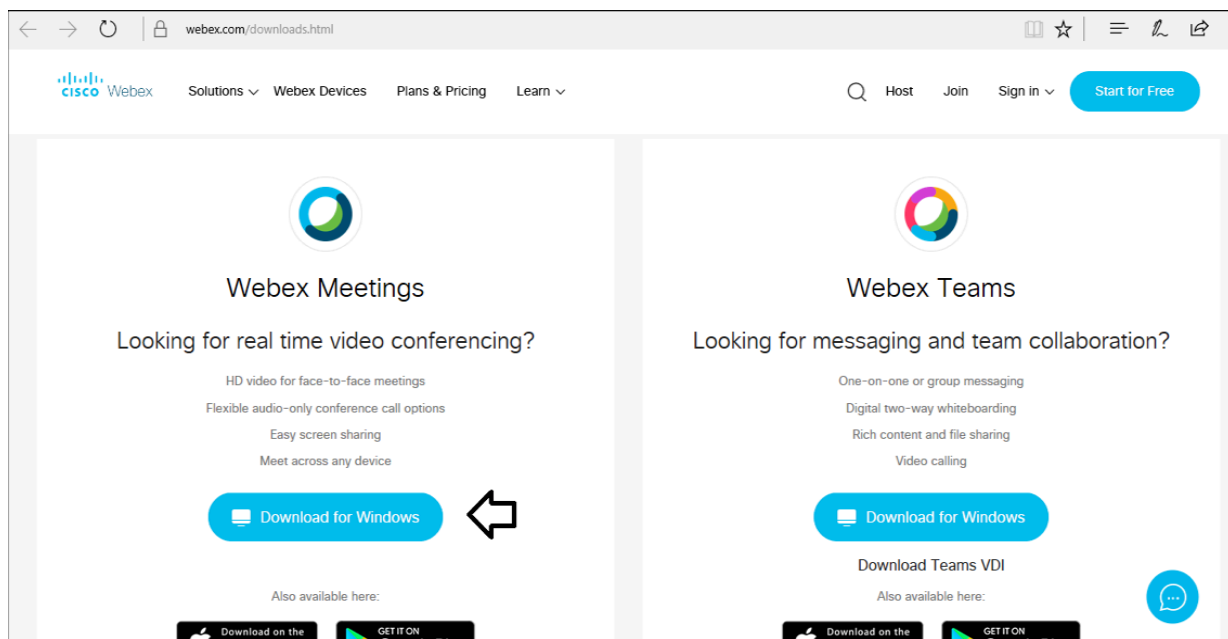
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

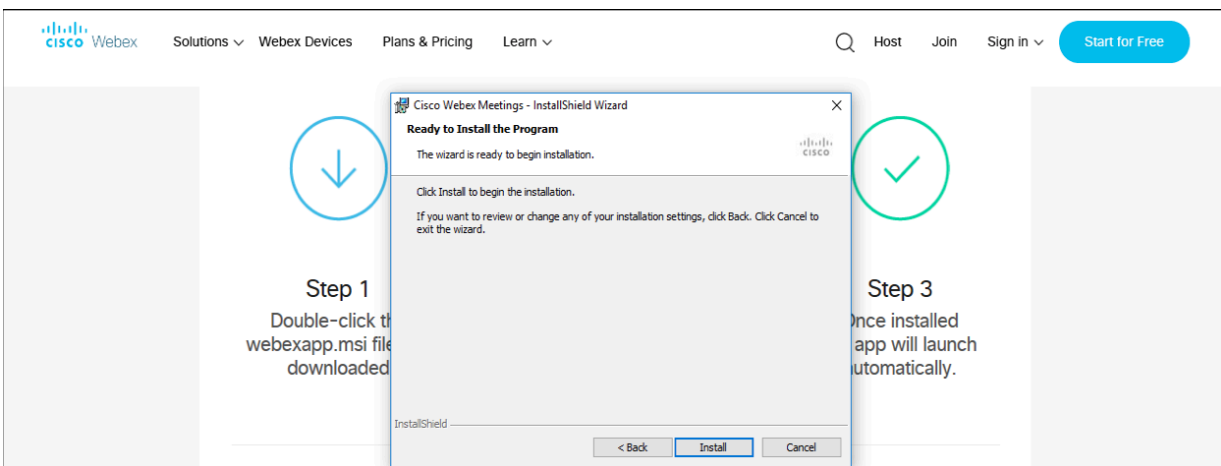
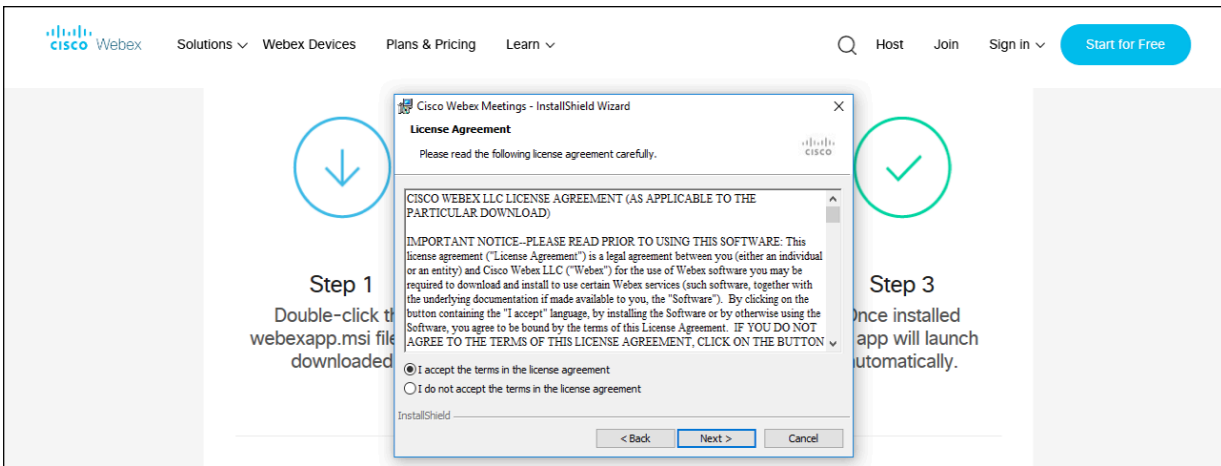
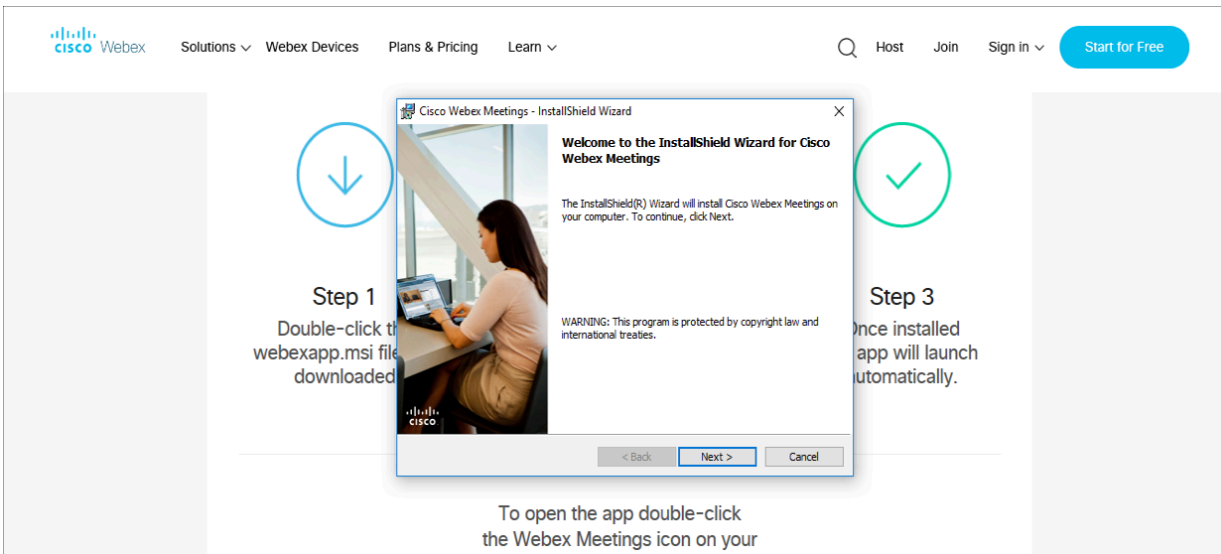
## Annexure

### Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link  
<https://www.webex.com/downloads.html/>





or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

**Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.**

1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on **Join Now**

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

**Place: New Delhi  
Date: 26.08.2023**

**Sd/-  
(Surendra Chhalani)  
Director and CFO  
DIN: 00002747  
House No. 246, Sector 31, Faridabad-121003**

**Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:****1. Individual Shareholders holding securities in demat mode with NSDL**

- Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

**2. Individual Shareholders holding securities in demat mode with CDSL**

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

**3. Individual Shareholders (holding securities in demat mode) login through their depository participants.**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
  - A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

  - ▶ Set the password of your choice (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).
  - ▶ Click “**confirm**” (Your password is now generated).
3. Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

#### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, 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.

#### **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

#### **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

**User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

## EXPLANATORY STATEMENT

The following statement sets out all material facts relating to Special Business in Item No. 3 and Item No. 4 pursuant to provisions of Section 102(1) of the Companies Act, 2013, mentioned in the accompanying notice:

## Item No. 3

Considering the amount of hard work, energy and contribution put in by Mr. Surendra Chhalani, Executive Director and Chief Financial Officer of the Company and progress made by the company under his leadership and guidance the Board is of the opinion that there existed a need to increase the remuneration and therefore as per the recommendation of Nomination and Remuneration Committee (NRC) and the resolution passed in the Meeting of Board of Directors duly convened and held on 30th May, 2023, the Board of Directors subject to consent of the Shareholders', approved the increase in the remuneration w.e.f. 01st April, 2023 in the following manner and such remuneration may exceed 5% (five percent) being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013:-

1. To increase the Basic Salary of Mr. Surendra Chhalani upto Rs. 1,00,000/- (Rupees One Lakh only) per month; and
2. Perquisites: He will be entitled to furnished/non-furnished accommodation or house rent allowance of Rs. 18,000, and such other perquisites in accordance with the Company's rules,
3. Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules.

None of the directors are concerned or interested in the resolution set out at item No. 3 of the Notice. The Board recommends the **Special Resolution** as set out at item no. 3 for approval by the Members.

Disclosure under Secretarial Standard - 2, issued by the Institute of Company Secretaries of India is detailed in the Annexure to the Notice.

## Item No. 4

On the recommendation of the Nomination & Remuneration Committee ('the Committee'), Mr. Lokesh Kumar Sethia was first inducted to the Board at the Board Meeting held on 30th May, 2023 and in the same meeting he was appointed as the Additional Director (Non- Executive Non- Independent Director). In terms of Section 161(1) of the Companies Act, 2013. Mr. Lokesh Kumar Sethia can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Non- Executive Non- Independent Director of the Company.

The Committee and the Board are of the view that, the knowledge and experience of Mr. Lokesh Kumar Sethia, it would be beneficial for the company to Regularize the appointment of Mr. Lokesh Kumar Sethia as Non- Executive Non- Independent Director of the Company.

None of the directors are 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.

By Order of the Board  
For MEGA CORPORATION LIMITED

Place: New Delhi

Date: 26.08.2023

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

House No. 246, Sector 31, Faridabad-121003

# ANNEXURE TO NOTICE OF AGM

## DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AND/OR FIXATION OF REMUNERATION OF DIRECTORS AT THE ENSUING ANNUAL GENERAL MEETING

*Pursuant to SS-2 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*

Name	Mr. Surendra Chhalani	Mr. Lokesh Kumar Sethia	Mrs. Anisha Anand
Date of Birth	03/06/1959	06/12/1984	07/01/1971
Age	64 Years	38 Years	52 Years
DIN	00002747	08075151	00407509
Qualification	Graduate	Undergraduate	Graduate and Chartered Financial Analyst.
Expertise in specific functional areas	Mr. Surendra Chhalani is a Graduate and have about 40 years of vast experience.	Mr. Lokesh Kumar Sethia is an undergraduate. He has 20 years experience in Fast-moving consumer goods (FMCG) Industry.	Mrs. Anisha Anand is an Chartered Financial Analyst having 15 Years of experience.
Terms and Conditions of appointment along with details of remuneration sought to be paid	Appointed as Director of the company and holds office until resignation given by him or removal by members in the year of rotation.	Appointed as Director of the company and holds office until resignation given by him or removal by members in the year of rotation.	Appointed as Director of the company and holds office until resignation given by him or removal by members in the year of rotation.
Last Drawn Remuneration	Rs. 52,000/- per month	NIL	NIL
Date of Appointment	27/03/1998	30/05/2023	23/06/2014
No. of Board Meetings attended during the year	7	Not Applicable as he was appointed after closing of FY 2022-23.	5
Directorships held in other public companies (excluding foreign companies and section 8 companies)	NIL	NIL	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholder's Committee)	N.A.	N.A.	N.A.
Inter-se relationships between Directors	None of the directors are related	None of the directors are related	None of the directors are related
Number of shares held in Company	2000	Nil	Nil