



VIKASH GUPTA & CO.
COMPANY SECRETARIES

309 SG SHOPING MALL, 3RD FLOOR, SECTOR-9
DC CHOWK, ROHINI, DELHI - 110085
EMAIL ID : PCSVIKASHGUPTA@GMAIL.COM
CONTACT NO.: 9891786286 , 7065554800

Dated 24th September, 2022

To,
The Chairman,
37th Annual General Meeting
MEGA CORPORATION LIMITED
CIN: L65100DL1985PLC092375
NSIC Complex, MaaAmandmayee Marg,
Okhla Industrial Area Phase-III
New Delhi South Delhi -110020

Dear Sir,

At the outset, we express our gratitude to the Company for appointing us Scrutinizer for Remote E-Voting (Prior to AGM) and E-Voting(During AGM) by members of the Company during 37TH Annual General Meeting of the Company held on 24th September, 2022 at 11:30 A.M. (IST) through video conferencing ("VC") /Other Audio-Visual Means ("OAVM").

We are pleased to submit the Consolidated Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

For VIKASH GUPTA & CO.
(Company Secretaries)


Vikash Gupta
(Proprietor)
(Practicing Company Secretary)
Mem. No. : F9198
C.O.P.: 10785
Peer Review Certificate No.: 2097/2022



Encl - Consolidated Scrutinizer Report



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CONSOLIDATED SCRUTINIZER(S) REPORT

[Pursuant to 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015]

To,
The Chairman,
37th Annual General Meeting
MEGA CORPORATION LIMITED
CIN: L65100DL1985PLC092375
NSIC Complex, MaaAnandmayee Marg,
Okhla Industrial Area Phase-III
New Delhi South Delhi -110020

Dated: 24th September, 2022

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Remote E-voting conducted prior to the 37TH Annual General Meeting (the "AGM") of the Equity Shareholders of **MEGA CORPORATION LIMITED** (CIN:L65100DL1985PLC092375) (the "Company") held on **Saturday, September, 24th 2022 at 11.30 A.M. (IST) through Video Conferencing ('VC')/Other Audio Visual means ('OAVM')** & E-voting during AGM pursuant to the provisions of 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 Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations) as amended.

1. I, Vikash Gupta, Proprietor of VIKASH GUPTA & CO. (Company Secretaries), Practicing Company Secretary, (Membership No. FCS 9198/C.P No.10785, Peer Review Certificate No. 2097/2022) having office at 309, SG Shopping Mall, 3rd Floor, Sector 9, DC Chowk, Rohini, Delhi 110085 have been appointed as Scrutinizer by Board of Directors of the company in terms of Board Resolution passed in meeting of Board of Directors of the Company dated 31st August, 2022 for the purpose of scrutinizing the Remote E-Voting and E-Voting during the AGM as per the provisions of Section 108 of the Companies Act, 2013 ('The Act') read with rule 20 of the Companies (Management and Administration) Rules, 2014 ('MGT Rules') read with amendment thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with amendment thereto, Secretarial Standard - 2 on general meetings as issued by the Institute of Company Secretaries of India, on the businesses contained in Notice of the 37TH AGM of the Company held on **Saturday, September, 24th 2022 at 11.30 A.M. through VC / OAVM.**





2. The Notice dated August 31, 2022 was sent to the shareholders, in respect of the resolutions passed at the AGM of the company through electronic mode to those members whose e-mail address are registered with the company / Depositories, in compliance with MCA circulars and securities and Exchange Board of India circular dated May 12, 2020.
3. In terms of Regulation 44 of the Listing Regulations as amended and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the MGT Rules in connection with all resolutions proposed at the 37TH AGM, the Company availed services of LinkIntime India Limited ('LIIL') and provided Remote E-Voting facility and facility of Electronic Voting at the time of AGM to the equity shareholders of the Company who could not vote earlier through Remote E-voting facility provided by the Company.
4. The management of the Company is responsible to ensure compliance of the requirements of the Act, rules, circulars and notifications issued by Ministry of Corporate Affairs ('MCA') relating to voting through electronic means and SEBI Listing Regulations on the businesses set out in the Notice of the 37TH AGM. My responsibility as a Scrutinizer is restricted in making a Consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the businesses set out in the Notice of 37TH AGM, based on the reports generated from E-voting system of LIIL, the authorized agency engaged by the Company.
5. The Remote E-Voting period to facilitate E-Voting by Equity Shareholders of the company as at the "Cut-off date" of 17th September, 2022, commenced on Wednesday, 21st September, 2022 at 09.00 (IST) and ended on Friday, 23rd September, 2022 at 17.00 (IST) and LIIL Remote E -Voting Platform was blocked thereafter.
6. The Company had also provided E-Voting facility to the shareholders/members present at the AGM through VC/OAVM and who had not cast their votes earlier. The Shareholders of the company of the Company holding shares as on "the Cut of Date" of 17th September, 2022 were entitled to vote on the resolutions as contained in the Notice of the 37TH AGM; The LIIL E-voting platform was re-opened during the AGM and kept on for 15 Minutes after the AGM.
7. After conclusion of E-voting at the AGM, the vote cast through Remote E-voting/E -Voting at AGM were unblocked and were downloaded in the presence of two witnesses Mr. Manav Jain and Mr. Nitin Sharma who are not in employment of the company. The Votes casted by the members were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and the Authorizations lodged with the Company.
8. The votes cast under Remote E-voting facility & E-Voting during AGM were unblocked. I have scrutinized and reviewed Remote E-Voting prior to AGM and E-





Voting during the AGM and votes cast therein based on the data downloaded from the LIL E-Voting system through its website <https://instavote.linkintime.co.in>

9. I now submit the Consolidated Report as under:

RESOLUTION NO.1: ORDINARY RESOLUTION

To receive, consider, and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March, 2022 including audited Balance Sheet as at 31st March, 2022 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:

1. Voted in Favour of the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 67 | 50348627 | 100 |

2. Voted against the resolution:

| Number of Members Voted | Number of Valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 18 | 977 | 0.00 |

3. Invalid Votes:

| Number of Members Voted | Number of Valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| NIL | NA | NA |

Therefore, the Resolution No.1 has been approved with requisite majority. Details of Remote E-Voting and E-Voting at AGM are given in Annexure -A.

RESOLUTION NO.2: ORDINARY RESOLUTION

To Appoint Ms. Abhilasha Lalani (DIN: 08680539), who retires by rotation and being eligible, offers herself for re-appointment

1. Voted in Favour of the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 67 | 50348627 | 100 |

2. Voted against the resolution:

| Number of Members Voted | Number of Valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 18 | 977 | 0.00 |





3. Invalid Votes:

| Number of Members Voted | Number of Valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| NIL | NA | NA |

Therefore, the Resolution No.2 has been approved with requisite majority. Details of Remote E-Voting and E-Voting at AGM are given in Annexure- B.

RESOLUTION NO.3: ORDINARY RESOLUTION

Ratification of Appointment of Statutory Auditors M/s AGMS & Co. Chartered Accountants, for the period of 5(Five) years and shall hold office till the conclusion of the Annual General Meeting to be held in the year 2026 as the Statutory Auditors of the Company:

1. Voted in Favour of the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 67 | 50348627 | 100 |

2. Voted against the resolution:

| Number of Members Voted | Number of Valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 18 | 977 | 0.00 |

3. Invalid Votes:

| Number of Members Voted | Number of Valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| NIL | NA | NA |

Therefore, the Resolution No.3 has been approved with requisite majority. Details of Remote E-Voting and E-Voting at AGM are given in Annexure- C.

RESOLUTION NO.4: ORDINARY RESOLUTION

Appointment of Mr. Surender Kumar Chhajjer (DIN: 00672769) as director, who was appointed as Additional Director on 28th October, 2021.

1. Voted in Favour of the resolution

| Number of Members Voted | Number of Valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 67 | 50348627 | 100 |





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2. Voted against the resolution:

| Number of Members Voted | Number of Valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 18 | 977 | 0.00 |

3. Invalid Votes:

| Number of Members Voted | Number of Valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| NIL | NA | NA |

Therefore, the Resolution No.4 has been approved with requisite majority. Details of Remote E-Voting and E-Voting at AGM are given in Annexure- D.

10. The electronic data and E-Voting Registers including other relevant records shall remain in my custody until the Chairman considers, approves and sign the minutes of the aforesaid AGM and thereafter I shall hand over the said registers and records to the Company Secretary/ Director authorized by the Board for the safe keeping.
11. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 37TH Annual general Meeting of the company to announce the results of the meeting.

12. Restriction on use

The report has been issued at the request of the Company for (i) submission to the LIL, Stock Exchanges, (ii) to be placed on the website of the Company and (iii) website of M/s Link Intime India Limited (the RTA). This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior permission.

Thanking You,

Yours Faithfully

For VIKASH GUPTA & CO.
(Company Secretaries)

Vikash Gupta
(Proprietor)

M. No: F9198

C.P No: 10785

UDIN: F009198D001037852



Place- New Delhi
Date- 24.09.2022
Encl - Annexures



Annexure -A

Details of Remote E -Voting and E-Voting at AGM for Resolution No. 1 are as under:

| Particulars | | | Paid up Value of Equity Shares |
|---|--------------|----------------------|--------------------------------|
| | | | (In Rs.) |
| | No. of Votes | No. of Equity Shares | |
| a Remote E -Voting | 50349603 | 50349603 | 50349603 |
| b E-Voting at AGM | 1 | 1 | 1 |
| c Total Votes Received | 50349604 | 50349604 | 50349604 |
| d Less: Invalid no. of votes casted | 0 | 0 | 0 |
| e Valid no. of votes casted (Net) | 50349604 | 50349604 | 50349604 |
| f Total no. of votes in Favour of the Resolution | 50348627 | 50348627 | 50348627 |
| g Total no. of votes in Against of the Resolution | 977 | 977 | 977 |

Annexure -B

Details of Remote E -Voting and E-Voting at AGM for Resolution No. 2 are as under:

| Particulars | | | Paid up Value of Equity Shares |
|---|--------------|----------------------|--------------------------------|
| | | | (In Rs.) |
| | No. of Votes | No. of Equity Shares | |
| a Remote E -Voting | 50349603 | 50349603 | 50349603 |
| b E-Voting at AGM | 1 | 1 | 1 |
| c Total Votes Received | 50349604 | 50349604 | 50349604 |
| d Less: Invalid no. of votes casted | 0 | 0 | 0 |
| e Valid no. of votes casted (Net) | 50349604 | 50349604 | 50349604 |
| f Total no. of votes in Favour of the Resolution | 50348627 | 50348627 | 50348627 |
| g Total no. of votes in Against of the Resolution | 977 | 977 | 977 |





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Annexure -C

Details of Remote E -Voting and E-Voting at AGM for Resolution No. 3 are as under:

| Particulars | | | Paid up Value of Equity Shares |
|---|--------------|----------------------|--------------------------------|
| | No. of Votes | No. of Equity Shares | (In Rs.) |
| a Remote E -Voting | 50349603 | 50349603 | 50349603 |
| b E-Voting at AGM | 1 | 1 | 1 |
| c Total Votes Received | 50349604 | 50349604 | 50349604 |
| d Less: Invalid no. of votes casted | 0 | 0 | 0 |
| e Valid no. of votes casted (Net) | 50349604 | 50349604 | 50349604 |
| f Total no. of votes in Favour of the Resolution | 50348627 | 50348627 | 50348627 |
| g Total no. of votes in Against of the Resolution | 977 | 977 | 977 |

Annexure -D

Details of Remote E -Voting and E-Voting at AGM for Resolution No. 4 are as under:

| Particulars | | | Paid up Value of Equity Shares |
|---|--------------|----------------------|--------------------------------|
| | No. of Votes | No. of Equity Shares | (In Rs.) |
| a Remote E -Voting | 50349603 | 50349603 | 50349603 |
| b E-Voting at AGM | 1 | 1 | 1 |
| c Total Votes Received | 50349604 | 50349604 | 50349604 |
| d Less: Invalid no. of votes casted | 0 | 0 | 0 |
| e Valid no. of votes casted (Net) | 50349604 | 50349604 | 50349604 |
| f Total no. of votes in Favour of the Resolution | 50348627 | 50348627 | 50348627 |
| g Total no. of votes in Against of the Resolution | 977 | 977 | 977 |

