



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 27th September, 2023

To,
The Chairman,
38th Annual General Meeting
MEGA CORPORATION LIMITED
CIN: L65100DL1985PLC092375
REGD. Office: A-33, Second Floor, F.I.E.E,
Okhla Industrial Area Phase II New Delhi
South Delhi DL 110020

Other Address: NSIC Complex, Maa Anandmayee 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 38TH Annual General Meeting of the Company held on 26th September, 2023 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



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,
38th Annual General Meeting
MEGA CORPORATION LIMITED
CIN: L65100DL1985PLC092375
Regd. Office: A-33, Second Floor,
F.I.E.E, Okhla Industrial Area Phase II
New Delhi South Delhi DL 110020

Dated: 27th September, 2023

Other Address: NSIC Complex, Maa Anandmayee Marg,
Okhla Industrial Area Phase-III
New Delhi South Delhi -110020

Dear Sir,

Subject: Consolidated Scrutinizer's Report on Remote E-voting conducted prior to the 38TH Annual General Meeting (the "AGM") of the Equity Shareholders of **MEGA CORPORATION LIMITED** (CIN:L65100DL1985PLC092375) (the "Company") held on Tuesday, September, 26th 2023 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 26th August, 2023 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 38th AGM of the Company held on Tuesday, September, 26th 2023 at 11.30 A.M. through VG / OAVM.





2. The Notice dated August 26, 2023 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 38TH AGM, the Company availed services of LinkIntime India Limited ('LIL') 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 38th 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 38th AGM, based on the reports generated from E-voting system of LIL, 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 19th September, 2023, commenced on Saturday, the 23rd September, 2023 (9:00 A.M.) and end on Monday, the 25th September, 2023 (5:00 P.M.) and LIL 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 19th September, 2023 were entitled to vote on the resolutions as contained in the Notice of the 38th AGM; The LIL 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. Vivek Kumar 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 consider and adopt the Standalone Audited Financial Statements of the Company for the year ended 31st March, 2023 including audited Balance Sheet as at 31st March, 2023 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
76	50392661	99.99

2. Voted against the resolution:

Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
14	952	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 Mrs. Anisha Anand (DIN: 00407509), the director liable to retire by rotation:

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
74	50382617	99.98

2. Voted against the resolution:

Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
16	10996	0.02





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: SPECIAL RESOLUTION

Increasing the remuneration of Mr. Surendra Chhalani, Executive Director and Chief Financial Officer 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
73	50381617	99.98

2. Voted against the resolution:

Number of Members Voted	Number of Valid votes cast by them	% of total number of valid votes cast
17	11996	0.02

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.

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 handover 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 38th 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)





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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: F009198E001103271

Place- New Delhi
Date- 27.09.2023
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
	No. of Votes	No. of Equity Shares	(In Rs.)
a Remote E -Voting	50368415	50368415	50368415
b E-Voting at AGM	25198	25198	25198
c Total Votes Received	50393613	50393613	50393613
d Less: Invalid no. of votes casted	0	0	0
e Valid no. of votes casted (Net)	50393613	50393613	50393613
f Total no. of votes in Favour of the Resolution	50392661	50392661	50392661
g Total no. of votes in Against of the Resolution	952	952	952



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
	No. of Votes	No. of Equity Shares	(In Rs.)
a Remote E -Voting	50368415	50368415	50368415
b E-Voting at AGM	25198	25198	25198
c Total Votes Received	50393613	50393613	50393613
d Less: Invalid no. of votes casted	0	0	0
e Valid no. of votes casted (Net)	50393613	50393613	50393613
f Total no. of votes in Favour of the Resolution	50382617	50382617	50382617
g Total no. of votes in Against of the Resolution	10996	10996	10996





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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	50368415	50368415	50368415
b	E-Voting at AGM	25198	25198	25198
c	Total Votes Received	50393613	50393613	50393613
d	Less: Invalid no. of votes casted	0	0	0
e	Valid no. of votes casted (Net)	50393613	50393613	50393613
f	Total no. of votes in Favour of the Resolution	50381617	50381617	50381617
g	Total no. of votes in Against of the Resolution	11996	11996	11996

