

VIKASH GUPTA & CO.

Company Secretaries

SCRUTINIZER'S REPORT

To,
The Chairman
Mega Corporation Limited

32nd Annual General Meeting of the members of Mega Corporation Limited (CIN: L01120DL1985PLC092375) Held at Hotel Capitol Hills, C-42, Greater Kailash Part-1, New Delhi-110048 on Friday, 22nd day of September, 2017 at 11:30 a.m.

Sub: Passing of resolution (s) through electronic voting/ballot or poll pursuant to section 108 and 109 of The Companies Act 2013 read with Rule 20 of the Companies (Management and Administration Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors of MEGA CORPORATION LIMITED (hereinafter referred to as the "Company") at its meeting hold on 30 May, 2017 has appointed me as the Scrutinizer for the remote e-voting process as well as to scrutinize the physical ballot forms received from the members at the venue of Annual General meeting through polling paper pursuant to section 108 and 109 of The Companies Act 2013 read with Rule 20 of the Companies (Management and Administration Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the resolutions in respect of the matters as set out in the notice of Annual General Meeting proposed to be transacted by E-Voting and voting at Venue of Annual General Meeting through Ballot Paper. I say, I am familiar and well versed with the concept of E-voting as prescribed under the said Rules.

We submit our report as under:

1. Appointment as Scrutinizer:

I was appointed as the Scrutinizer for the remote e-voting as well as the ballot voting conducted at the 32nd Annual General Meeting (AGM) of "MEGA CORPORATIONS LIMITED" ("Company") held on Friday, 22nd day of September, 2017 at 11:30 A.M. at Hotel Capitol Hills, C-42, Greater Kailash Part-1, New Delhi-110048.

2. Dispatch of Notice convening the Meeting

The Company has informed that, on the basis of the Registrar of Members and the List of the Beneficiary Owners made available by the depositories viz. Central Depository Services (India) Limited (CDSL), the Company completed dispatch of Notice of the AGM.

3. Cut- off date

The voting rights were reckoned as on 15th September, 2017, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.

4. Remote e-Voting

4.1 Agency:

The Company had appointed Central Depository Services (India) Limited (CDSL) agency for providing the remote e-Voting platform.



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4.2 Remote e-Voting:

As mentioned in the notice of the AGM the e-voting platform was required to be open on 17th September, 2017 at 9.00 a.m. and ends on 20th September, 2017 at 5.00 a.m. and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions, on the e-voting platform provided by CDSL, however due to some unavoidable reasons faced by the Registrar and Transfer Agent (M/s Link Intime India Pvt. Ltd.) the Remote e-Voting platform was available from 09:00 A.M. IST on the Tuesday, 19th September, 2017 to 05:00 P.M. IST on Thursday, 21st September, 2017 Hence, we are considering all the votes received on e-voting portal as valid.

5. Voting at the AGM:

5.1 As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details related to members who have cast their votes through remote e-Voting, such as their names, DP Id/Client Id, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, CDSL, the remote e-Voting Agency provided us with the names, DP Id/Client Id, folios, shareholding of the members who had cast their votes through remote e-Voting.

5.3 Considering the aforesaid, the Company issued ballot papers to the members who attended the meeting.

6. Counting process

6.1 On Completion of voting at the meeting, Link Intime India Private Limited, Registrar and Transfer Agent (RTA) of the Company provided me with the list of members who had cast their votes, their holding details and details of vote cast on each of the resolution.

6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorisation/ proxies lodged with the Company.

6.3 I unblocked the ballot box and remote e-Voting results on the CDSL e-Voting platform in the presence of Mr. Om Prakash Sharma and Ms. Shikha Jain who are not in employment of the company and downloaded the e-Voting results. They have signed below in confirmation of the box being opened in their presence:

Signature		Signature	
Name:	Shiv Mahaan	Name:	Shikha Jain
Father's Name	M. K. Mahaan	Father's Name:	Surender Jain



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7. Results

7.1 I observed that:

- a) 27 members had cast their votes at the meeting and out of which 7 Ballot Papers were found incomplete hence considered as invalid.
- b) 18 members had cast their votes through remote e-Voting.

7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 31st AGM dated 29th August, 2016 is enclosed.

7.3 Based on the aforesaid results, I report that 3 (Three) Ordinary Resolution as contained in item No. 1 to item No. 3, and 1 (One) Special Resolution as contained in item No. 4 of the Notice dated 28th August, 2017, have been passed with requisite majority. Consolidated Result Report is enclosed as Annexure-1

For VIKASH GUPTA & CO.

Company Secretaries



CS. VIKASH GUPTA

FCS: 9198

CP No.: 10785

Date: 23rd September, 2017

Place: New Delhi

Encl: Annexure-1 Consolidated Result Report

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Annexure-1 Consolidated Result Report

Consolidated Results

1: To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31 March, 2017 including audited Balance Sheet as at 31st March, 2017 and the statement of Profit and Loss for the year ended on that that and the reports of the Board of Directors ("the Board") and Auditors thereon.

Particulars	Remote E-votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	41538870	19	3440217	37	44979087	99.99
Dissent	0	0	0	0	0	0	0
Abstain / Invalid	0	0	7	450	7	450	0.001
Total	18	41538870	26	3440667	44	44979537	100

Based on aforesaid results, I report that the Ordinary Resolution as contained in item No. 1 of the notice dated 28th August, 2017, has been passed with requisite majority.

2: To Appoint a director in place of Mr. Kunallalani (DIN: 00002756), who retires by rotation and, being eligible, offers himself for re-appointment

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	41538870	19	3440312	37	44979182	99.99
Dissent	0	0	0	0	0	0	0
Abstain	0	0	7	450	7	450	0.001
Total	18	41538870	26	3440762	44	44979632	100

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Based on aforesaid results, I report that the Ordinary Resolution as contained in Item No. 2 of the notice dated 28th August, 2017, has been passed with requisite majority.

3: Appointment of M/s VirendraPradeep& Co., Chartered Accountants as Statutory Auditors of the Company for a term of five years.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	17	41532870	20	3440317	37	44973187	99.98
Dissent	1	6000	0	0	1	6000	0.013
Abstain	0	0	7	450	7	450	0.001
Total	18	41538870	27	3440767	45	44979637	100



Based on aforesaid results, I report that the Ordinary Resolution as contained in item No. 3 of the notice dated 28th August, 2017, has been passed with requisite majority.

4: Appointment of Mr. Sachin Mehra as an Independent Director for a term of two consecutive years.

Particulars	Remote e-Votes		Voting at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	18	41538870	18	3440307	36	97919177	99.99
Dissent	0	0	0	0	0	0	0
Abstain	0	0	7	450	7	450	0.001
Total	18	41538870	25	3440757	43	44979627	100



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Based on aforesaid results, I report that the Special Resolution as contained in item No. 4 of the notice dated 28th August, 2017, has been passed with requisite majority.



CS. VIKASH GUPTA

FCS: 9198

CP No.: 10785

Date: 23rd September, 2017

Place: New Delhi

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