

Ramsahay & associates
company secretaries

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Rajokari,

Scrutinizer's Report
(Report on Postal Ballot including e-voting)

[Pursuant To Section 110 & 108 of the Companies Act, 2013 read with Rule 22 & 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
M/s Mega Corporation Limited
261, Ground Floor
Okhla Industrial Estate, Phase-III
New Delhi- 110020

- **Scrutinizer's Report on postal ballot voting including voting by electronic (e-voting) means in respect of passing of the resolutions contained in the Notice dated August 26, 2015 through Postal Ballot**

Dear Sir,

I have been appointed as a Scrutinizer by the Board of Directors of M/s Mega Corporation Limited (the Company) on August 26, 2015 for scrutinizing postal ballot voting including voting by electronic means in respect of the passing of the resolutions contained in the Notice dated August 26, 2015 through postal ballot in accordance with section 110 & 108 of the Companies Act, 2013 read with Rule 22 & 20 of the Companies (Management and Administration) Rules, 2014.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the Listing Agreements with the Stock Exchanges, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolution(s) contained in the Notice dated August 26, 2015, generated from the e-voting system provided by M/s Central Depository Services India Limited (CDSL), the authorized agency engaged by the company to provide e-voting facilities, and scrutiny of postal ballot received from member(s) till the time fixed for closing of the voting process i.e. 05.00 PM on October 9, 2015.

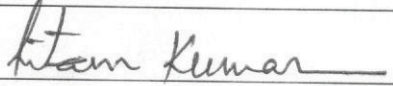
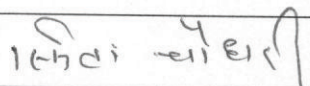
I submit my report as under:

1. The physical ballots received till the time fixed for closing of the Postal Ballot i.e. 5.00 PM on October 9, 2015, were diligently scrutinized and reconciled with the records maintained by the Company through M/s Link Intime India Private Limited, the Registrar and Transfer Agents (RTA) of the Company as on 28th August, 2015 (the Cutoff date). The ballot(s) which were incomplete or which were otherwise found defective have been treated as invalid and kept separately.

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2. After the time fixed for closing of the e-voting, i.e. 5.00 PM on October 9, 2015, a final report of the e-voting was generated by CDSL and was downloaded by me at 12.10 PM on 10th October, 2015, in presence of the two witnesses, who are not the employee of the company, from the website www.evotingindia.com of the M/s Central Depository Services India Private Limited (CDSL), the agency engaged by the company to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.

Witness No. 1 	Witness No. 2 
Name: Pritam Kumar C/o Bhagat Ram Village: Rajokari, New Delhi-110038	Smita Chaudhary HNo. 601, Rajokari, New Delhi-110038

The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated August 26, 2015 through Postal Ballot, is as under:

Item No. 1 of the Notice

Special Resolution under section 180(1)(a) of the Companies Act, 2013 to authorizing the Board of Directors for Sale of specified business/assets to prospective buyer(s).

Total valid Votes Cast:

Physical Ballot	04	18200
E-voting	31	54356858
Total	35	54375058

(i) Voted **in favor** of the resolution

	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Physical ballot	02	18000	0.0331
E-Voting	31	54356858	99.9665
Total:	33	54374858	99.9996

(ii) Voted **against** the resolution:

	Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Physical Ballot	2	200	0.0004
E-Voting	0	0	0.0000
Total	2	200	0.0004

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(iii) **Invalid Votes**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2000

As total votes cast **in favor** of the Resolution are 99.9996 % of the total valid votes cast, the Resolution has been passed with requisite majority.

Notes: The figures in percentage have been rounded off to 4 decimal points.

3. All relevant records of postal ballot and e-voting will remain in our safe custody until the chairman considers, approves and signs the minutes of the Postal voting process including e-voting and the same shall be handed over thereafter to the Company for its safe custody.

Thanking You,



Ram Sahay
Practicing Company Secretary
ACS No. 33469, CP No. 12340
Scrutinizer for Postal Ballot/E-voting Process



Place : New Delhi

Date : 12th October, 2015