

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF MEGA NETWORKS PRIVATE LIMITED WILL BE HELD ON TUESDAY, JULY 30, 2024, AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO. 7, BISHEN UDYOG MINERVA INDUSTRIAL ESTATE, MULUND WEST, MUMBAI 400080 TO TRANSACT THE FOLLOWING BUSINESS:

Special Business

Item No. 1: SPLITTING OR SUBDIVISION OF SHARES

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

“RESOLVED THAT pursuant to the provisions of Sections 61(1)(d) and other applicable provisions of the Companies Act, 2013 (“Act”) (if any), read with Relevant Rules made thereunder, applicable provisions of any other statutes, in accordance with the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the members of the Company be and is hereby accorded for subdivision/split of the existing equity shares of the Company, such that 1 (One) equity share having face value of ₹10/- (Rupees Ten Only) each fully paid up, be sub-divided/split into 5 equity shares having face value of ₹ 2/- (Rupees Two) each fully paid up, raking pari-passu with each other in all respects with effect from the record date.

RESOLVED FURTHER THAT the Record Date for the sub-division/split of existing equity shares shall be the date of the Extra Ordinary General Meeting convened for this purpose i.e. July 30, 2024.

RESOLVED FURTHER THAT pursuant to the sub-division / split of existing equity shares of the Company, all the equity shares of face value of ₹ 10/- (Rupees Ten Only) each consisting in the authorised, issued, subscribed and paid-up equity share capital existing on the record date, shall stand sub-divided/split as follows:

Type of Capital	Pre sub-division / split			Post sub-division / split		
	No. of Equity Shares	Face Value (₹)	Total Equity Share Capital (₹)	No. of Equity Shares	Face Value (₹)	Total Equity Share Capital (₹)
Authorised Capital	1,00,00,000	10.00	10,00,00,000	5,00,00,000	2.00	10,00,00,000
Issued, Subscribed and Paid-up Equity Share Capital	1908000	10.00	1,90,80,000	95,40,000	2.00	1,90,80,000



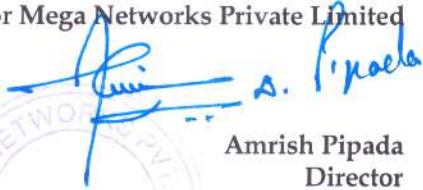
RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record Date the equity share certificates held in physical form shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing share certificate(s), new certificates be issued.


RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things to give such directors as they may in their absolute discretion deem necessary, proper or desirable to settle any question, difficulty that may arise with regard to the sub-division/split of the equity shares as aforesaid and to undertake such corporate actions as may be necessary and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filling of all the relevant documents with the Registrar of Companies, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking and further consent or approval of the Members."

Date: July 15, 2024

Place: Mumbai

For Mega Networks Private Limited


Amrisha Pipada
Director
DIN: 00749838



NOTES:

- 1) A member entitled to attend and vote at the meetings is entitled to appoint a proxy or proxies to attend and vote on a poll only, instead of himself and a proxy so appointed need not be a member of the company. The proxy in order to be effective must be deposited at the registered office of the company not less than 48 hours before the meeting.
- 2) A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- 3) Members/proxies are requested to bring duly filled attendance slip to the venue of the general meeting.
- 4) The register of directors' shareholding, maintained under section 170 of the companies act, 2013 will be available for inspection by the members at the meeting.
- 5) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extra Ordinary General Meeting (EGM) is annexed hereto.

**ANNEXURE TO THE NOTICE:
STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

ITEM NO. 1:

The Company proposed to split and sub divide the share capital of the Company from Rs. 10/- each to Rs. 2/- each to provide more number of shares available for the shareholders and bringing out the liquidity.

The proposed subdivision / split of the existing equity shares of the Company would be such that 1 (One) equity share having face value of ₹ 10/- (Rupees Ten Only) each fully paid up, be sub-divided / split into 5 equity shares having face value of ₹ 2/- (Rupees Two) each fully paid up, raking pari-passu with each other in all respects with effect from the Record Date

The record date has been fixed by the Board of Directors as July 30, 2024

The Company therefore at the Board meeting have passed the resolution subject to approval of the members for splitting of share capital and consequent alteration of memorandum of association of the Company.

The status of the capital would be as follows:

Type of Capital	Pre sub-division / split			Post sub-division / split		
	No. of Equity Shares	Face Value (₹)	Total Equity Share Capital (₹)	No. of Equity Shares	Face Value (₹)	Total Equity Share Capital (₹)
Authorised Capital	1,00,00,000	10.00	10,00,00,000	5,00,00,000	2.00	10,00,00,000
Issued, Subscribed and Paid-up Equity Share Capital	1908000	10.00	1,90,80,000	95,40,000	2.00	1,90,80,000

The Board recommends the ordinary resolution for the approval of the Shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out in the Notice.

Date: July 15, 2024
Place: Mumbai

For Mega Networks Private Limited



Amrish Pipada
Director
DIN: 00749838