

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF MEGA NETWORKS PRIVATE LIMITED WILL BE HELD ON MONDAY, JULY 15, 2024, AT 4:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO. 7, BISHEN UDYOG MINERVA INDUSTRIAL ESTATE, MULUND WEST, MUMBAI CITY, MUMBAI, MAHARASHTRA, INDIA, 400080 TO TRANSACT THE FOLLOWING BUSINESS:

Special Business:

ISSUE OF BONUS SHARES:


The following resolution is proposed to be approved as an ordinary resolution.

“RESOLVED THAT in pursuant to the provisions of section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and as per the provisions of articles of association such other approvals, consents, permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to capitalize a sum of Rs. 95,40,000/- (Rupees Ninety Five Lakhs Forty Thousand only) out of general reserves of the Company for the purpose of issue of bonus shares to the existing shareholders in the proportion of 1:1 i.e. 1 (One) Equity Shares of face value of Rs. 10/- each for every 1 (One) Equity Shares of face value of Rs. 10/- each.

RESOLVED FURTHER THAT the new equity bonus shares to be allotted and issued shall be subject to the terms of memorandum & articles of association of the Company and shall rank pari-pasu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.

RESOLVED FURTHER THAT any Director of the Board be and is hereby authorized to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to giving effect to this resolution and to agree to such modification, terms and conditions with reference thereto as may be directed by the prescribed authorities, and make all necessary filings and intimations to the Registrar of Companies and other appropriate authorities, in its absolute discretion deem necessary or desirable.”

For MEGA NETWORKS PRIVATE LIMITED


Amrish Pipada
Director
DIN: 00749838



Date: July 02, 2024
Place: Mumbai

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) Route Map showing directions to reach the venue of the EGM is annexed to the notice.
- 6) 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:**

ISSUE OF BONUS SHARES:

The balance of Reserve & Surplus as per the audited accounts as on 31st March 2023 stands at Rs. 16.17 Crore, which shows a strong reserve base to its credit. As per the provisions of Articles of Association, the Company may resolve to capitalize any undistributed profits of the Company standing to the credit of the surplus in statement of profit & loss or any other funds of the Company available for this purpose.

With a view to rationalize the capital structure, Board of Directors of the Company in its meeting held on Tuesday, July 02, 2024 have recommended the issuance of bonus shares in the ratio of 1:1 i.e. 1 (One) Equity Shares of face value of Rs. 10/- each for every 1 (One) Equity Shares of face value of Rs. 10/- each, subject to approval of the members of the Company.

The new equity bonus shares to be allotted and issued shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.

No letters of allotment shall be issued with respect to additional equity shares but the dispatch of share certificates to shareholders who hold their existing equity shares in physical form will be completed thereof within the period prescribed.

The provisions of Section 63 of the Companies Act, 2013 relating to issue of bonus shares read with rule 14 of The Companies (Share Capital and Debentures) Rules, 2014 require the approval of the shareholders of the Company for issuing Bonus Shares by passing Ordinary Resolution, hence the Directors recommend the resolution for the approval of the Shareholders.

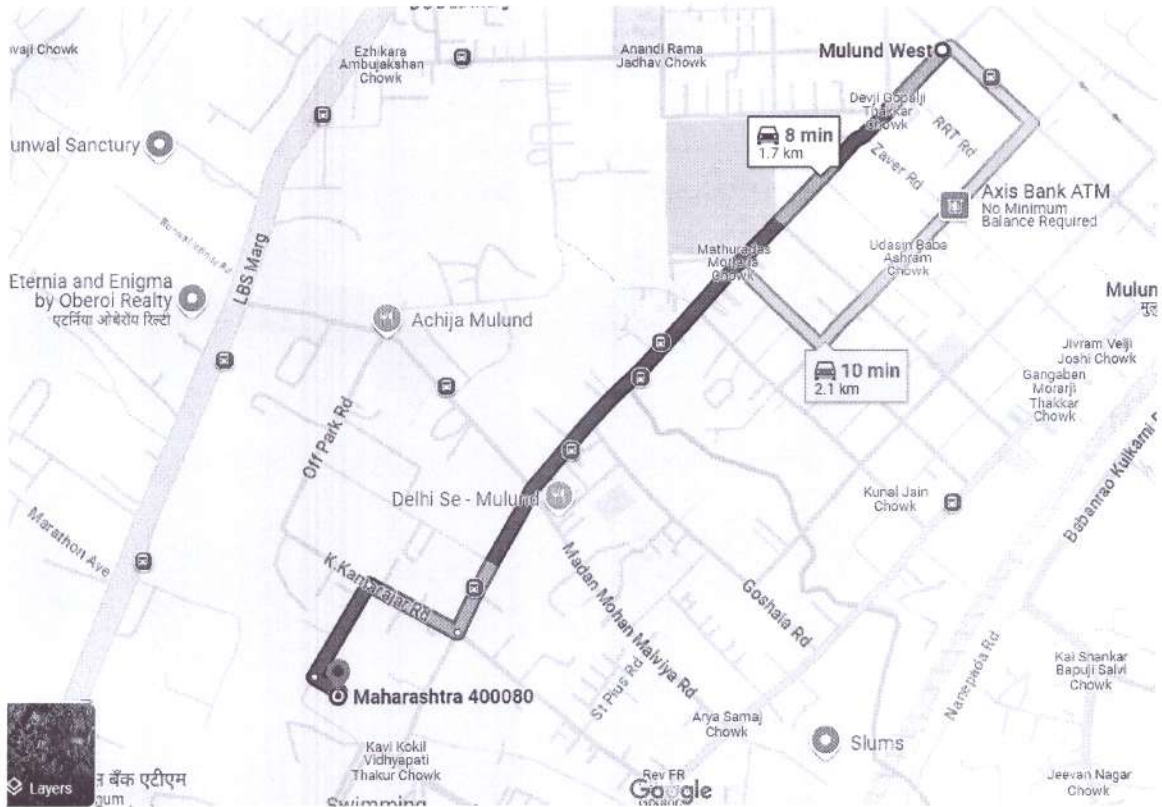
Accordingly, the Board recommends the Ordinary Resolution as set out in the Notice for approval of the shareholders.

For MEGA NETWORKS PRIVATE LIMITED


Amrish Pipada
Director
DIN: 00749838

Date: July 02, 2024
Place: Mumbai

Route Map to the venue of Extra-Ordinary General Meeting



Address: Unit No. 7, Bishen Udyog Minerva Industrial Estate, Mulund West, Mumbai, Maharashtra, India, 400080

Prominent Landmark: Next to Raja Industrial Estate

