

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Shorter Notice is hereby given that Extra-Ordinary General Meeting of the members of **Mega Networks Private Limited** (the "Company") will be held on Saturday, September 21, 2024 at 5.00 PM at the registered office of the Company at Unit No. 7, Bishen Udyog Minerva Industrial Estate, Mulund West, Mumbai, Maharashtra, India, 400080 to transact the following business:

SPECIAL BUSINESS:

1. APPROVE CHANGE OF NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to provision of Section 4, 5, 13, 14, 15 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modifications or amendments thereto or re-enactments or substitutions made thereof for time being in force) and subject to approval of the Central Government (powers delegated to the Registrar) and pursuant to the name approval letter for change of name issued by Ministry of Corporate Affairs (MCA), the consent of the members be and is hereby accorded to change the name of the Company from "MEGA NETWORKS PRIVATE LIMITED" to "MEGANET TECHNOLOGIES GLOBAL PRIVATE LIMITED", wherever it appears in the memorandum, articles, documents, etc. be substituted by the new name MEGANET TECHNOLOGIES GLOBAL PRIVATE LIMITED in due course."

RESOLVED FURTHER THAT the existing Clause I (Name Clause) of the Memorandum of Association of the Company be altered so as to read as under:

- The name of the Company is "MEGANET TECHNOLOGIES GLOBAL PRIVATE LIMITED."

RESOLVED FURTHER THAT pursuant to Rule 29 of the Companies (Incorporation) Rules, 2014 and Rule 24 of the Companies (Management and Administration) Rules, 2014, any Director(s) of the Company be and is hereby jointly and/or severally authorized to sign the necessary documents, papers, application etc. as may be required in the aforesaid regard and to file e-Forms along with such fees as prescribed under the Companies (Registration Offices and Fees) Rules, 2014 with the Registrar of Companies.

RESOLVED FURTHER THAT any Directors of the Company be and is hereby jointly and/or severally authorized to:

- Communicate the change in the name to all vendors, suppliers, customers, authorities and such other person as may be necessary;
- Undertake necessary changes in the stationary, memorandum and articles of association, common seal, sign board, address board, registers, books of accounts and such other document as may be required, pursuant to change of the name of the Company."

RESOLVED FURTHER THAT a certified true of the necessary resolution be forwarded and given to various authorities for their necessary reference and records as may be necessary."



2. ALTERATION OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force), and subject to the necessary approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, Mumbai, Maharashtra and / or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors (hereinafter referred to as “the Board”) is authorised to accept, as it may deem fit, the consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Part A of Clause III of Memorandum of Association of the Company:

Following new sub-clause 2,3 & 4 be inserted after existing sub-clause 1 under Part A of the Objects Clause (Clause III):

2. To carry on the business of manufacturing, designing, developing, installing, dealing, buying, selling, importing, exporting, repairing and maintenance of High Performance Computing Solutions, Artificial Intelligence Systems and Solutions, Machine Learning System and Solutions, Deep Learning Systems and Solutions, Cloud Computing and Virtualization Systems and Solutions, Enterprise IT (Servers, Workstations, Storage) Products and Solutions, Big Data Analytics Systems and Solutions, all types of computer / telecommunications networking items, and their components, spare parts, equipment and devices.
3. To carry on the business of software designing, development, customization, implementation, maintenance, testing and benchmarking and dealing in computer software and solutions, to provide engineering design, technical support and consultancy services and to import, export, sell, purchase, distribute computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information Technology related assignments on sub-contracting basis, offering services on-site / offsite using owned hired or third party infrastructure and equipment.
4. To carry on business of providing information technology enabled services in all its fields and genre including but not limited to Artificial intelligence and enterprise workstation, supercomputing-on-demand service, data centre services, Enterprise storage solutions, high performance computing, private cloud and hyperconverged infrastructure, etc.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to take necessary steps to obtain consent(s) from requisite authority(ies) in respect of the aforesaid alteration(s) of the Object Clause of the Memorandum of Association of the Company and to agree to such modifications, terms and conditions in the proposed new clauses as may be directed by the said authority(ies) and to modify the same accordingly.



RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution."

3. INCREASE IN AUTHORISED CAPITAL AND ALTERATION OF CAPITAL CLAUSE V OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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 Section 61, 64 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any statutory modifications or amendments thereto or re-enactments or substitutions made thereof for time being in force) and as per the provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each ranking pari passu in all respect with the existing fully paid Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Capital Clause:

- V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each, with such rights, privileges and obligations as the Company may determine from time to time with the power to increase, reduce, consolidate, subdivide, convert, cancel, alter or otherwise re-organize the capital and to attach there to such preferential, differential, qualified or special rights, privileges or conditions as may be determined from time to time and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may, for the time being provided by the regulations of the Company.

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."

Place: Mumbai
Date: September 21, 2024

For and on behalf of the Board of Directors
Mega Networks Private Limited



Date: _____
Amrish Pipada
Chairman & Managing Director

DIN: 00749838

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF & THE PROXY NEED TO BE A MEMBER OF THE COMPANY.
2. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 24 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the Extraordinary General Meeting is annexed hereto and forms part of the notice.
4. Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the EGM is annexed to the notice.

All the documents including the Memorandum of Association depicting the proposed changes referred to in the accompanying Notice and Explanatory Statement are open for inspection between 10.00 a.m. to 12.00 noon on all working days except Saturdays, Sundays and public holidays at the Registered Office of the Company upto the date of the Extraordinary General Meeting and the same also be available for inspection by the members during the Extraordinary General Meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1:

The Board of Directors of the Company in their meeting held on August 13, 2024 has proposed to change the name of the Company from “MEGA NETWORKS PRIVATE LIMITED” to “MEGANET TECHNOLOGIES GLOBAL PRIVATE LIMITED”. In this regard, the Company has made an application to Registrar of Companies (“ROC”), for approval for the change of name of the Company.

The ROC has approved the applied name Meganet Technologies Global Private Limited vide its letter dated September 21, 2024 and as per the said letter the new name is available for 60 days from the date of approval.

Pursuant to the provisions of Section 4 and Section 13(2) of the Companies Act, 2013, any change in name of the Company and alteration in the name clause of the Memorandum of Association of the Company shall be made only after obtaining the consent of the shareholders by passing a Special Resolution and the approval of the Central Government, Registrar of Companies and all other statutory approvals.

Further, Pursuant to provision of Section 14 of Companies Act, 2013, the consent of the members be and is hereby obtained for alteration in Articles of Association for Change in Name of the Company.

The proposed change of name will not affect any rights of the Company or of the shareholders/stakeholders of the Company. The Board of Directors of the Company will call and destroy existing Share Certificate of the Company and issue new share certificate consequent to change of name of the Company.

The Board recommends the proposed special resolution to the members of the Company for their consideration and approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in passing of the resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 2:

Considering business expansion strategies, it is your Company’s constant endeavour to expand its scope of activities and operations and grab the business opportunities available on existing and emerging platforms. The proposed alterations in the Objects Clause of the Memorandum of Association (“MOA”) shall enable the Company to expand its activities and monetization through diversified platforms on a worldwide basis. The Board of the Company is of the opinion that, this expansion of business will help the Company to address scalability and sustainability, ultimately resulting in profitability, which shall prove beneficial to the stakeholders in addition to the Company.

The Board of Directors at its meeting held on September 21, 2024 has accorded its approval to alter main object of MOA as per the Companies Act, 2013. In terms of Section 13 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for amending the Objects Clause of the MOA of the Company.



A copy of the existing and proposed Memorandum of Association would be available for inspection by the members at the registered office of the Company on all working days (Monday to Friday) between 2.00 p.m. to 4.00 p.m. upto the date of this Extra-Ordinary General Meeting.

The Board recommends the proposed special resolution to the members of the Company for their consideration and approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in passing of the resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 3:

As per the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') as amended from time to time and in accordance with the Articles of Association of the Company, increase in the Authorized Share Capital of the Company and alteration in Capital Clause of the Memorandum of Association requires approval of the Members.

Presently, the Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 2/- (Rupees Two Only) each.

To enable the Company to raise the fund and invite new investors to meet the future capital requirement, the Company will require to increase the Authorised Share Capital to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs) Equity Shares of Rs. 2/- (Rupees Two Only) each. The alteration to the Capital Clause V of the Memorandum of Association is consequent upon increase in the Authorised Share Capital of the Company.

A copy of Memorandum of Association of the Company together with the proposed alteration would be available for inspection to the members at the Registered Office of the Company during the business hours on all working days except Saturdays, Sundays & Public Holidays between 11.00 a.m. to 1.00 p.m. upto the date of Extra-Ordinary General Meeting and the same is also available for inspection by members at the Meeting.

The Board recommends the proposed ordinary resolution to the members of the Company for their consideration and approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in passing of the resolution except to the extent of their shareholding, if any, in the Company.

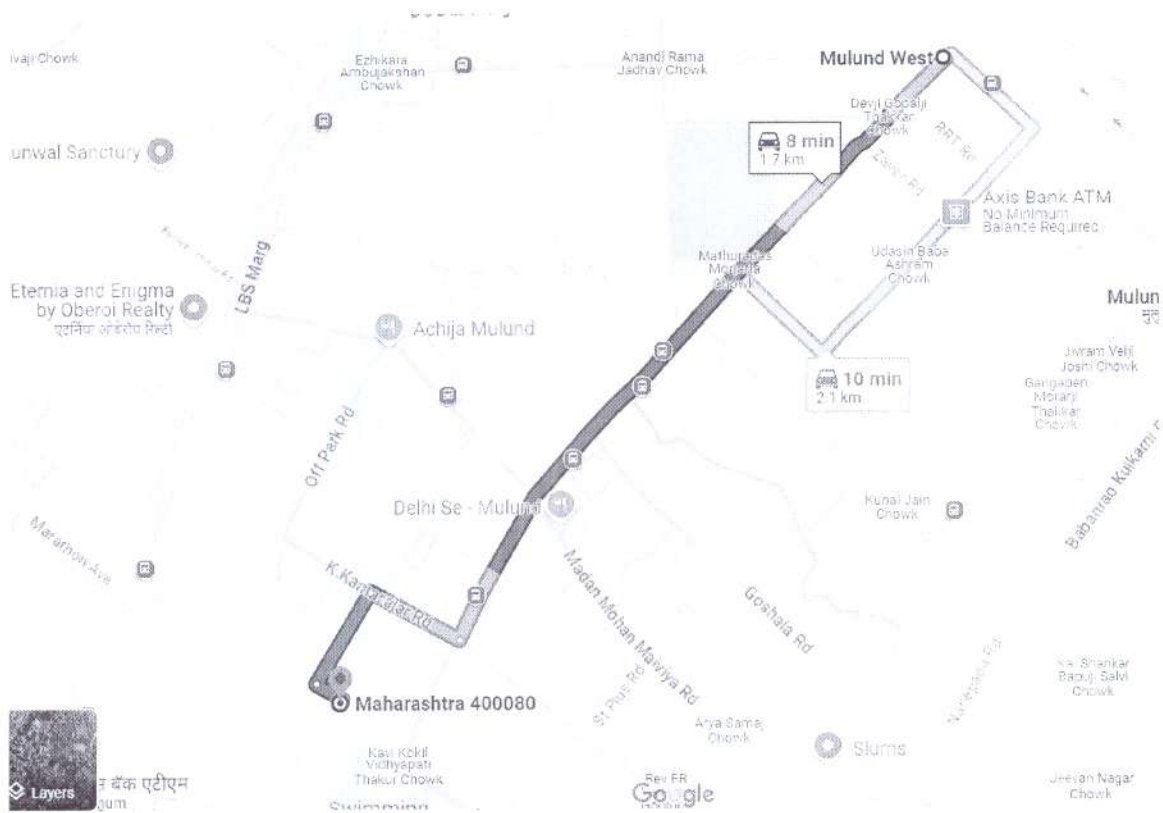
For and on behalf of the Board of Directors
Mega Networks Private Limited



Amrish Pipada
Amrish Pipada
Chairman & Managing Director
DIN: 00749838

Place: Mumbai
Date: September 21, 2024

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

