

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 6.30 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. 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.7,63,20,000/- (Rupees Seven Crores Sixty Three Lakhs Twenty 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 4:1 i.e. 4 (Four) Equity Shares of face value of Rs.2/- each for every 1 (One) Equity Shares of face value of Rs. 2/- 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 and on behalf of the Board of Directors
Mega Networks Private Limited

Place: Mumbai
Date: September 21, 2024



Amrisha Pipada
Amrisha 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.



**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 March 31, 2024 stands at Rs. 36.85 Crores, 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 Saturday, September 21, 2024 have recommended the issuance of bonus shares in the ratio of 4:1 i.e. 4 (Four) Equity Shares of face value of Rs. 2/- each for every 1 (One) Equity Shares of face value of Rs. 2/- 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.

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.

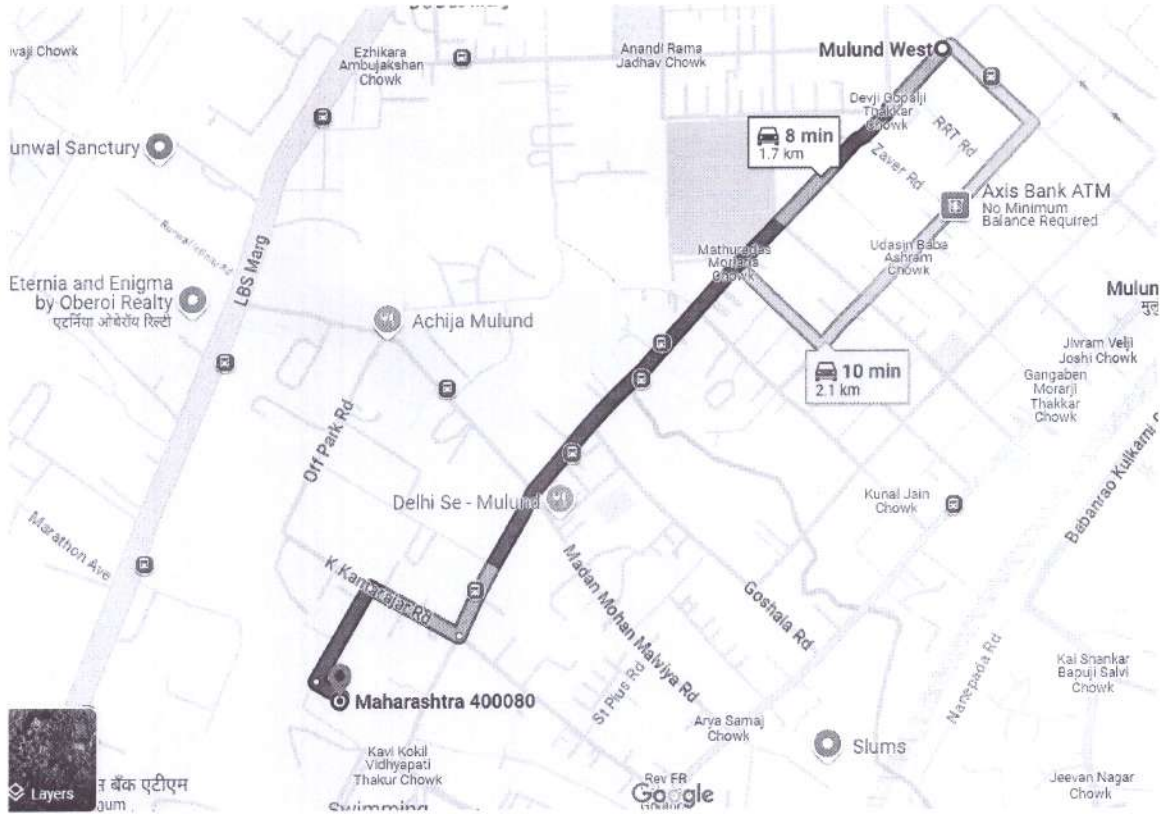
For and on behalf of the Board of Directors
Mega Networks Private Limited


Amrish Pipada
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

