



Meganet
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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Shorter Notice is hereby given that Extra-Ordinary General Meeting of the members of Meganet Technologies Global Private Limited (formerly known as Mega Networks Private Limited) (the "Company") will be held on Tuesday, November 5, 2024 at 12.00 Noon 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:

1. APPOINTMENT OF MR. SANJEEV KESKAR AS AN INDEPENDENT DIRECTORS OF THE COMPANY:

RESOLVED THAT, pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and any other applicable provision of the Companies Act, 2013 ("Companies Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), re-enactment(s), amendment(s) and substitutions thereof for the time being in force and pursuant to the provisions of the Articles of Association of the Company, Mr. Sanjeev Kesar (DIN: 03441367), who was appointed as an Additional (Independent) Director by Board of Directors of the Company in their meeting dated November 05, 2024 and who possesses relevant expertise and experience and is not disqualified under Section 164(2) of the Companies Act and who has signified his consent to act as an Independent Director of Company, and has submitted a declaration that he meets the criteria for appointment as an Independent Director under the Section 149(6) of the Companies Act and the SEBI Listing Regulations, and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company (the "Board" or "Board of Directors"), who shall hold office for a term of 5 (five) consecutive years commencing from November 05, 2024 to November 04, 2029, and not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Sanjeev Kesar shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment issued to him, and as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly authorized committee or representative thereof, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement such resolutions.

RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director and/or the Company Secretary, be forwarded to concerned authorities for necessary actions.

2. APPOINTMENT OF MRS. ESHA PADMANABHAN ACHAN AS AN INDEPENDENT DIRECTORS OF THE COMPANY:

RESOLVED THAT, pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and any other applicable provision of the Companies Act, 2013 ("Companies Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), re-enactment(s), amendment(s) and substitutions thereof for the time being in force and pursuant to the provisions of the Articles of Association of the Company, Mrs. Esha Padmanabhan Achan (DIN: 10350369), who was appointed as an Additional (Independent)

Meganet Technologies Global Private Limited

Unit# 7, Bishen Udyog, Jain Temple Marg, Sarvoday Nagar, Mulund (W), Mumbai- 400080, India

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Director by Board of Directors of the Company in their meeting dated November 05, 2024 and who possesses relevant expertise and experience and is not disqualified under Section 164(2) of the Companies Act and who has signified her consent to act as an Independent Director of Company, and has submitted a declaration that she meets the criteria for appointment as an Independent Director under the Section 149(6) of the Companies Act and the SEBI Listing Regulations, and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company (the "Board" or "Board of Directors"), who shall hold office for a term of 5 (five) consecutive years commencing from November 05, 2024 to November 04, 2029, and not be liable to retire by rotation.

RESOLVED FURTHER THAT Mrs. Esha Padmanabhan Achan shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment issued to her, and as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly authorized committee or representative thereof, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement such resolutions.

RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director and/or the Company Secretary, be forwarded to concerned authorities for necessary actions.

3. CONVERSION OF THE COMPANY FROM PRIVATE COMPANY TO PUBLIC 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 provisions of Sections 4, 13, 14, 18 and any other applicable provisions of the Companies Act, 2013, the Companies (Incorporation) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force), the consent of the Shareholders of the Company be and is hereby accorded for conversion of the Company into Public Limited Company and subsequently the name of the Company is hereby changed from "MEGANET TECHNOLOGIES GLOBAL PRIVATE LIMITED" to "MEGANET TECHNOLOGIES GLOBAL LIMITED" by deletion of the word "Private" from the name of the Company.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, the word "Private" wherever appearing in the Article of Association of the Company and Memorandum of Association of the Company be and is hereby deleted.

RESOLVED FURTHER THAT Mr. Amrish Pipada, Chairman & Managing Director, Mr. Amit Pipada and Mr. Shreyans Pipada, Whole-time Directors and Ms. Swity Ganatra, Company Secretary of the Company, be and are hereby severally authorized to make an application to the Registrar of Companies for change of status of the Company and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to this resolution"



4. ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY CONSEQUENT TO CONVERSION OF COMPANY FROM 'PRIVATE LIMITED' TO 'PUBLIC LIMITED':

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 ("The Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Shareholders of the Company in general meeting be and is hereby accorded to alter the name "MEGANET TECHNOLOGIES GLOBAL PRIVATE LIMITED" wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the name "MEGANET TECHNOLOGIES GLOBAL LIMITED" and the Memorandum and Articles of Association of the Company be altered accordingly consequent to conversion of the Company from "Private Limited" to "Public Limited".

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to make an application to the Registrar of Companies for change of status of the Company and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required to give effect to this resolution."

5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY CONSEQUENT TO CONVERSION OF COMPANY FROM 'PRIVATE LIMITED' TO 'PUBLIC LIMITED':

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 Sections 5, 14 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), amendments or re-enactment(s) or substitution made thereof for the time being in force), the applicable provisions of the Securities Contracts (Regulation) Act, 1956, and the Securities Contracts (Regulation) Rules, 1957, as amended, and the SEBI Listing Regulations, as amended from time to time, the requirements prescribed by the stock exchanges where the securities of the Company are proposed to be listed and in accordance with the enabling provisions of the memorandum and articles of association, the consent and approval of the shareholders of the Company be and is hereby accorded for substitution of the existing set of articles of association of the Company with the new set of articles of association of the Company, as placed before the meeting, and the same be approved and adopted as the new articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company.

RESOLVED FURTHER THAT Mr. Amrish Pipada, Chairman & Managing Director, Mr. Amit Pipada and Mr. Shreyans Pipada, Whole-time Directors and Ms. Swity Ganatra, Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds, matters and things which are necessary to give effect to the aforesaid resolution as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Maharashtra at Mumbai, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts,

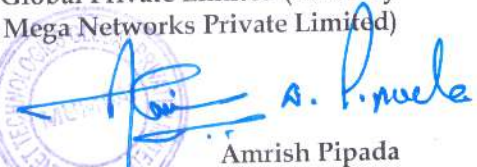


deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

RESOLVED FURTHER THAT the Board of Directors of the Company or any representative thereof, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement such resolutions.

RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director and/or the Company Secretary, be forwarded to concerned authorities for necessary actions."

For and on behalf of the Board of Directors
Meganet Technologies Global Private Limited (formerly
known as Mega Networks Private Limited)


Amrish Pipada
Chairman & Managing Director
DIN: 00749838

Place: Mumbai
Date: November 05, 2024

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:

Mr. Sanjeev Keskar is Chief Executive Officer of Arvind Consultancy. After his successful stint of 35 years in corporate world, out of which about 29 years in semiconductor industry, Mr. Keskar incorporated Arvind Consultancy, an advisory firm in the field of developing High Value Added Eco- System for Semiconductor and Electronics Industry in India in November 2020. In the year 2013-14 he was elected as the Chairman of IESA (India Electronics and Semiconductor Association) and currently he is part of Executive Council of IESA.

In the opinion of the Board, Mr. Sanjeev Keskar, proposed to be appointed as an Independent Director, fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of five (5) years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and shall not be liable to retire by rotation.

Brief resume of Mr. Sanjeev Keskar as stipulated as per SS-2 issued by the ICSI forms part of the Notice.

The Board recommends the ordinary resolution as set out at Notice of the EGM, for approval of the members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel are concerned or interested in the proposed resolution, except in the ordinary course of business.

ITEM NO. 2:

Mrs. Esha Padmanabhan Achan is a finance professional with a proven track record of 35 years rich experience at senior management as a Group President & Global Head leading Global Business Strategy, Finance and Treasury operations of MNC's and publicly listed companies like Glenmark Pharmaceuticals & BAJAJ, encompassing Strategic Business Planning, Financial Modeling & Budgeting, Acquisitions, Fund Raising, Investor Relations and Treasury & Risk Management. She is also The Global Ambassador with Tuff Earth Foundation UK. Felicitated by the House of Lords, she is a member of USIBC and the SME Chamber of India and Key invitee panelist for India Europe Chambers and CII events.

In the opinion of the Board, Mrs. Esha Padmanabhan Achan, proposed to be appointed as an Independent Director, fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of five (5) years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and shall not be liable to retire by rotation.



Brief resume of Mrs. Esha Padmanabhan Achan as stipulated as per SS-2 issued by the ICSI forms part of the Notice.

The Board recommends the ordinary resolution as set out at Notice of the EGM, for approval of the members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel are concerned or interested in the proposed resolution, except in the ordinary course of business.

ITEM NO. 3 & 4:

Pursuant to the provision of Section 18 and any other applicable provisions, if any, of the Companies Act, and subject to receipt of any necessary approvals from any government, statutory or regulatory authority, approval of the shareholders is required to change name of the Company from "MEGANET TECHNOLOGIES GLOBAL PRIVATE LIMITED" to "MEGANET TECHNOLOGIES GLOBAL LIMITED" by deletion of the word "Private" from the existing name of the Company and accordingly to amend the name clause of the Memorandum and Articles of Association and all such other papers, documents and matters to give effect of the changed name.

The conversion of the Company shall consequentially lead to alteration of the Memorandum and Articles of Association of the Company, which shall require members' approval in terms of Section 13 and 14 of the Companies Act, 2013 and other applicable statutory and regulatory approvals. Accordingly, the Board hereby recommends that the revised Memorandum and Articles of Association placed before the shareholders be approved and adopted.

A copy of relevant documents and draft Memorandum and Articles of Association of the Company is available for inspection in physical or electronic form at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. up to the date of ensuing Extra Ordinary General Meeting of the Company.

The Board recommends the ordinary resolution as set out at Notice of the EGM, for approval of the members.

None of the directors or managers or key managerial personnel of the Company or their respective relatives are interested in these resolutions.

ITEM NO. 5:

The Company intends to list its equity shares (the "Equity Shares") on one or more stock exchanges to enable the shareholders to have a formal market place for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the "Offer"). In order to undertake the Offer, the Company will be required to ensure that the articles of association of the Company (the "Articles of Association") conform to the requirements prescribed by relevant stock exchanges prior to filing of the draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges.

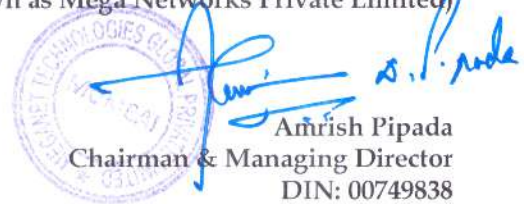


The Company therefore proposes to adopt a new set of Articles of Association that shall conform to the requirements and directions provided by the stock exchanges and contain such other articles as required by a public limited company under applicable laws (including the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended). Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the Company by way of a special resolution.

The Board recommends the ordinary resolution as set out at Notice of the EGM, for approval of the members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel are concerned or interested in the proposed resolution, except in the ordinary course of business.

For and on behalf of the Board of Directors
Meganet Technologies Global Private Limited (formerly
known as Mega Networks Private Limited)



Amrish Pipada
Chairman & Managing Director
DIN: 00749838

Place: Mumbai
Date: November 05, 2024

In pursuance of the provisions SS-2 issued by the ICSI, details of Director seeking appointment/re-appointment vide Item no. 1 and 2 at the ensuing EGM is as below:

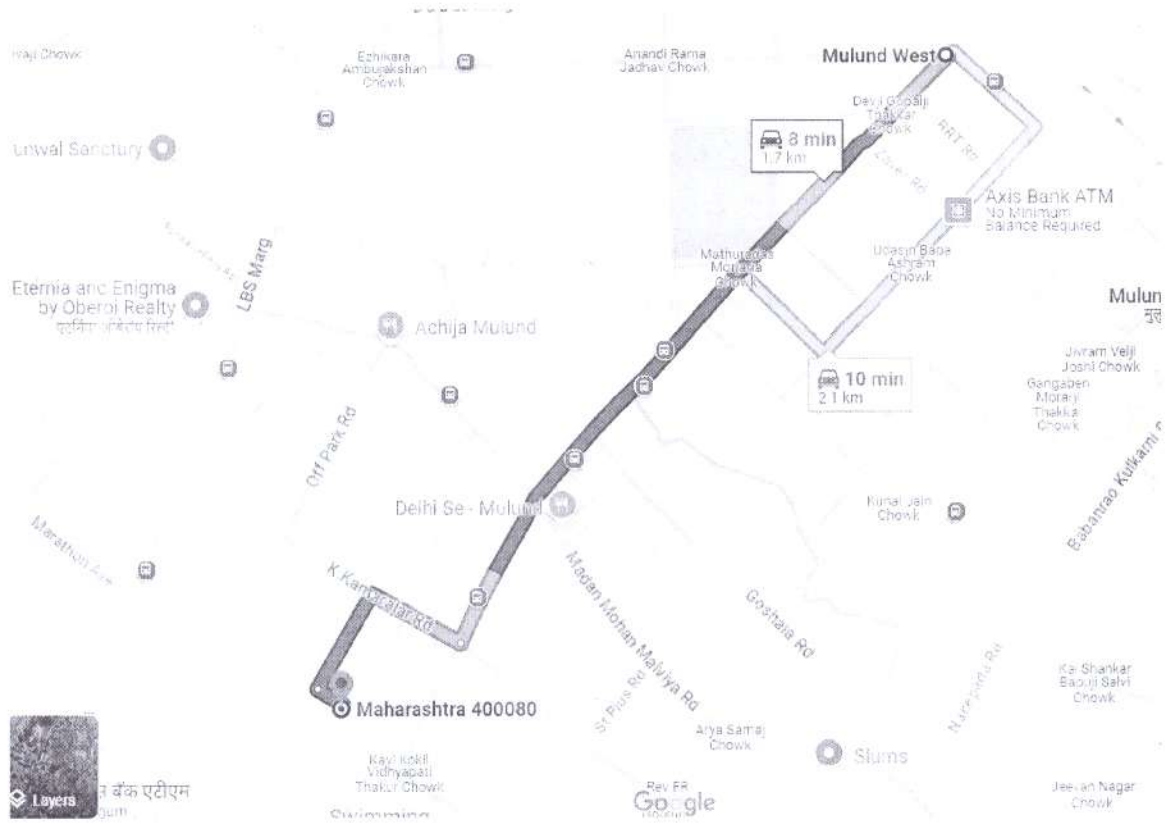
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|---|--|---|
| Name of the Director | Mr. Sanjeev Keskar | Mrs. Esha Padmanabhan Achan |
| DIN | 03441367 | 10350369 |
| Date of Birth (Age) | October 26, 1964, 60 years | April 25, 1968, 56 years |
| Nationality | Indian | Indian |
| Date of first appointment on the Board | November 05, 2024 | November 05, 2024 |
| Designation | Independent Director | Independent Director |
| Experience | <p>Mr. Sanjeev Keskar is Chief Executive Officer of Arvind Consultancy. After his successful stint of 35 years in corporate world, out of which about 29 years in semiconductor industry, Mr. Keskar incorporated Arvind Consultancy, an advisory firm in the field of developing High Value Added Eco- System for Semiconductor and Electronics Industry in India in November 2020. In the year 2013-14 he was elected as the Chairman of IESA (India Electronics and Semiconductor Association) and currently he is part of Executive Council of IESA.</p> | <p>Mrs. Esha Padmanabhan Achan is a finance professional with a proven track record of 35 years rich experience at senior management as a Group President & Global Head leading Global Business Strategy, Finance and Treasury operations of MNC's and publicly listed companies like Glenmark Pharmaceuticals & BAJAJ, encompassing Strategic Business Planning, Financial Modeling & Budgeting, Acquisitions, Fund Raising, Investor Relations and Treasury & Risk Management.</p> <p>She is also The Global Ambassador with Tuff Earth Foundation UK.</p> <p>Felicitated by the House of Lords, she is a member of USIBC and the SME Chamber of India and Key invitee panelist for India Europe Chambers and CII events.</p> |
| Qualification | <p>Mr. Sanjeev Keskar received a master's degree in management science in Marketing and a Bachelor's in Electronics and Communication Engineering and Technology, from Pune University.</p> | <p>She has completed her Master's in Business Administration (MBA) in Finance from Wellinkar Business Institute</p> |
| Terms and Conditions of Appointment or Re-appointment | Independent Director for the period of 5 consecutive years, not liable to retire by rotation | Independent Director for the period of 5 consecutive years, not liable to retire by rotation |
| Remuneration sought to | Sitting Fees or such other | Sitting Fees or such other |



| be paid | remuneration as may be approved by the Board | remuneration as may be approved by the Board |
|---|---|--|
| Remuneration last drawn | NA | NA |
| Justification for choosing the appointees for appointment as Independent Directors | Given his expertise and knowledge the board considers his appointment would be of immense benefit to the Company. | Her expertise in charting out group's financial growth strategy will be considered beneficial for the growth of the Company. |
| Number of Meetings of the Board attended during the year 2023-24 | NA | NA |
| Shareholding in the Company (Equity Shares of Rs.10/- each) | NIL | NIL |
| List of Directorships in other Companies | <ul style="list-style-type: none"> - India Electronics & Semiconductor Association - Nuh Electronics India Private Limited - DSPworks Automation and Wireless Network Solutions Private Limited - Kues Innovations Private Limited - Hoags Technologies India Private Limited - Reliance India Realty Opportunities LLP | |
| List of Chairmanship or membership of various Committees in listed Company and others Companies | NIL | |
| Listed entities from which the Director has resigned in the past three years | <ul style="list-style-type: none"> - RISC-V Indian Developers Forum - Kues Innovations Private Limited | |
| Relationship with other Directors of the Company | Not related | Not related |



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

