

Date: 02.01.2025

The Manager,
BSE SME Platform
Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Symbol: MEGACOR
Scrip Code: 531417

Subject: Newspaper advertisements for rights issue of Mega Corporation Limited ('the Company')

Dear Sir/ Madam,

Pursuant to the Rights Issue of Equity Shares of the Company, we would like to inform you that the Company has issued the following public announcement (the 'Pre-Issue Advertisement') published on Wednesday, January 02, 2025 in the following newspapers.

1. Business Standard (English National daily newspaper with wide circulation in all editions)
2. Business Standard (Hindi national daily newspaper with wide circulation in all editions) and
3. Business Standard (Hindi regional language daily newspaper with wide circulation in all editions).

Please find attached herewith copies of newspaper advertisements published by the Company today i.e. January 02, 2025. This is for your information and records.

For, Mega Corporation Limited

Surendra Chhalani
Director & CFO
DIN: 00002747
Place: Delhi
Date: 02-01-2025

Mega Corporation Limited

Regd. Office:

62, Upper Ground Floor,
Okhla Industrial Estate-III,
New Delhi-110020

P +91 11 46557134

E info@megacorppltd.com

www.megacorppltd.com

CIN: L65100DL1985PLC092375

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to purchase, to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 16, 2024, the "Letter of Offer" or ("LOF") filed with the BSE Limited ("BSE") and the Securities and Exchange Board of India ("SEBI").



MEGA CORPORATION LIMITED

Our Company was originally incorporated as Assam Impex Limited on March 26, 1985 at Shillong as a Public Limited Company, under the Companies Act, 1956 pursuant to the Certificate of Incorporation issued by the Registrar of Companies, Shillong (RoC). Thereafter, our Company obtained a Certificate of Commencement on March 27, 1985 issued by the Registrar of Companies, Shillong (RoC). Further, the company got listed on February 08, 1996 with BSE. Subsequently, the name of our Company was changed to "Vibgor Corporation Limited" pursuant to which fresh Certificate of Incorporation consequent on change of name was issued by Registrar of Companies, Shillong on December 23, 1996. Subsequently, the registered office of the Company was shifted from the State of Assam to the NCT of Delhi vide order dated 1st December, 1997 of the Eastern Region Bench of Company Law Board and the certificate of Registration of Company Law Board, Eastern Region Bench was issued on February 20, 1998 by the Registrar of Companies, NCT Delhi and Haryana. Further the name of our Company was changed to its present name i.e. "Mega Corporation Limited" pursuant to which fresh Certificate of Incorporation consequent on change of name was issued by Registrar of Companies, NCT Delhi and Haryana on May 10, 1999. The Corporate Identification Number of our Company is L65100DL1985PLC092375. Our Company is registered under section 45-A of the Reserve Bank of India Act, 1934 to commence/carry on the business as a Non-Systemically Important Non-Deposit taking Non-Banking Financial Companies (NSI-NBFC), Loan Company. The registration number is 14 0095 vide the Certificate of Registration dated May 08, 1996. For details of changes in the name and registered office of our Company, refer chapter titled "General Information" on page 41 of this Letter of Offer.

Registered Office: Upper Ground Floor, 62, Okhla Industrial Estate, Phase-III, Okhla Industrial Estate, New Delhi, India - 110020
Corporate Office: NSIC Complex, Maa Anand Mayee Marg, Okhla Industrial Estate, Phase-III, New Delhi, India - 110020
Telephone No.: 011-46557134
Contact Person: Ms. Krashmea Bhatnaya, Company Secretary and Compliance Officer
E-mail: cs@megacorppltd.com; info@megacorppltd.com; Website: www.megacorppltd.com
Corporate Identification Number: L65100DL1985PLC092375

THE ISSUE

ISSUE OF UPTO 10,00,00,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 01/- EACH ("EQUITY SHARES") OF MEGA CORPORATION LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 01/- PER EQUITY SHARE ("ISSUE PRICE") FOR AN AGGREGATE AMOUNT NOT EXCEEDING RS. 1,000.00 LAKHS TO THE ELIGIBLE EQUITY SHAREHOLDERS ON RIGHTS BASIS IN THE RATIO OF 1 (ONE) PAID UP EQUITY SHARES FOR EVERY 1 (ONE) FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. DECEMBER 20, 2024 (THE "ISSUE"). THE ISSUE PRICE IS 1 TIME OF FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 219 OF THIS LETTER OF OFFER.

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE OF MARKET RENUNCIATIONS*	ISSUE CLOSES ON**
Tuesday, 07th January, 2025	Tuesday, 14th January, 2025	Friday, 17th January, 2025

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.
 **Our Board or a duly authorized committee thereof will have the right to extend the issue period as it may determine from time to time, provided that this issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of the Application shall be permitted by any Applicant after the Issue Closing Date.



Simple, Safe, Smart way of Application - Make use of it!!!
***Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.**

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI circular bearing reference number SEBI/IO/CFD/DIL/2 (CIRP)/2020/13 dated January 22, 2020, SEBI circular bearing reference number SEBI/IO/CFD/CR/DFDIL/67/2020 dated April 21, 2020, SEBI circular bearing reference number SEBI/IO/CFD/DIL/CR/DFDIL/2017/2018 dated May 6, 2020, SEBI circular bearing reference number SEBI/IO/CFD/DIL/CR/DFDIL/2020/136 dated July 24, 2020 and SEBI circular bearing reference number SEBI/IO/CFD/DIL/CR/DFDIL/2020/1633 dated 01 October 2021 (Collectively hereinafter referred to as "SEBI Rights Issue Circulars") and SEBI circular bearing reference number SEBI/IO/CFD/DIL/CR/DFDIL/2020/309 dated 30 September 2020, SEBI circular bearing reference number SEBI/IO/CFD/DIL/CR/DFDIL/2020/13 dated January 22, 2020 and SEBI circular bearing reference number SEBI/IO/CFD/DIL/CR/DFDIL/2022/75 dated May 30, 2022 (Collectively hereinafter referred to as "ASBA Circulars"), all Shareholders desiring to make an Application in this issue are mandatorily required to use the ASBA process. Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Terms of Issue" on page 219 of the Letter of Offer.
 Please note that in accordance with Regulation 77A of the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this issue are advised to furnish the details of their demat account to the Registrar or our Company at least 2 (Two) Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements and their respective demat accounts at least one day before the Issue Closing Date.
 Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense account opened by our Company.
 Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date. To enable the credit of the Rights Entitlements by way of transfer from the demat suspense account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., 16th January, 2025.

PROCEDURE FOR APPLICATION: In accordance with Regulation 76 of the SEBI (ICDR) Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Shareholders desiring to make an Application in this issue are mandatorily required to use the ASBA process. Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date i.e. December 20, 2024 see "Procedure for Application by Eligible Equity Shareholders Holding Equity Shares in Physical Form" beginning on page 239 of the Letter of Offer.

PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS: A Shareholder, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSS, prior to making the Application. Shareholders desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSS or online/electronic mode through the website of the SCSSes (if made available by such SCSS) for authorizing such SCSS to block Application Money payable on the Application in their respective ASBA Accounts.
 Shareholders should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSS. Via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks:

For the list of banks which have been notified by SEBI to act as SCSSes for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherActionDoc/RecognisedSybs>

APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM: Please note that in accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

ALLOTMENT OF THE RIGHTS ENTITLEMENTS IN DEMATERIALIZED FORM: Please note that the rights equity shares applied for in this issue can be allotted only in dematerialized form and to the same depository account in which our equity shares are held by such investor on the record date i.e. December 20, 2024.

DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALO") AND APPLICATION FORM: The Dispatch of the ALO and Application Form for the Issue was completed on December 26, 2024 by the Issuer.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS: In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense account (namely, "LIPLI MEGA CORPORATION LIMITED RIGHTS ESCROW DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders whose word comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or suspended for debt or credit of the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI (Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/revoked/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of cancelled PAN and client master sheet of demat account etc., details) regarding the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements by way of transfer from the demat suspense account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

APPLICATIONS ON PLAIN PAPER UNDER ASBA PROCESS: The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSS before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being Mega Corporation Limited.
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) DP and Client ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
- Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialised form;
- Number of Equity Shares entitled to;
- Number of Equity Shares applied for within the Rights Entitlements;
- Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- Total number of Equity Shares applied for;
- Total amount paid at the rate of Rs. 01.00 per Equity Share;
- Details of the ASBA Account such as the SCSS account number, name, address and branch of the relevant SCSS;
- In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FN/RNRO account such as the account number, name, address and branch of the SCSS with which the account is maintained;
- Authorisation to the Designated Branch of the SCSS to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSS); and
- All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residents.

"I/We understand and agree that the Rights Entitlements and Rights Equity Shares may not be notified, resold, pledged, otherwise transferred except in an offshore transaction in compliance with Regulation 5, or otherwise pursuant to an exemption form, or in a transaction not subject to, the registration requirements of the US Securities Act.
 "I/We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a "U.S. Person" as defined in ("Regulations"), and (iii) is/ are acquiring the Rights Entitlement and/or the Rights Equity Shares in an offshore transaction outside the jurisdiction of Regulations.
 "I/We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where a Shareholders submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Shareholders are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, and the Registrar not having any liability to the Shareholders. The plain paper Application format will be available on the website of the Registrar at www.linkintime.co.in
 Our Company, and the Registrar shall not be responsible if the Applications are not updated by the SCSS or funds are not blocked in the Shareholders' ASBA Accounts on or before the Issue Closing Date.

LAST DATE FOR APPLICATION: The last date for submission of the issue filed in the Application Form or a plain paper Application is 17th January 2025 i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the issue period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date) if the Application Form is not submitted with an SCSS, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSS on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Basis of Allotment" mentioned on page 246 of the Letter of Offer.

PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS: The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Shareholders should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The transfer through On Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. Shareholders may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.
 Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.
 Our Company accepts no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Shareholders.

On Market Renunciation
 The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI (ICDR) Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE804B20015 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchange from time to time. The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from 07th January 2025 to 14th January 2025 (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE804B20015 and indicating the details of the Rights Entitlements they intend to trade.

The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.
 The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on T+2 rolling settlement basis, where "T" refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

Off Market Renunciation
 The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialized form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE804B20015, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already a shareholder) given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.
 The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE RIGHTS ENTITLEMENTS (RE) THROUGH AN OFF MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE SHARES OFFERED UNDER RIGHTS ISSUE, IF NO APPLICATION IS MADE BY THE PURCHASER OF RES ON OR BEFORE ISSUE CLOSING DATE THEN SUCH RES WILL GET LAPSED AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO SHARES FOR SUCH RES WILL BE CREDITED. EVEN IF SUCH RES WERE PURCHASED FROM MARKET AND PURCHASER WOULD LOSE THE AMOUNT PAID TO ACQUIRE THE RES. PERSONS WHO HAVE BOUGHT RIGHTS ENTITLEMENTS, SHALL REQUIRE TO MAKE AN APPLICATION AND APPLY FOR SHARES OFFERED UNDER RIGHTS ISSUE, IF THEY WANT TO SUBSCRIBE TO THE SHARES OFFERED UNDER RIGHTS ISSUE.

Fractional Entitlements
 The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1 (One) Fully Paid-up Rights Equity Shares for every 1 (One) Fully paid-up Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 1 (One) Equity Shares or is not in the multiple of 1 (One) Equity Shares, the fractional entitlements of such Eligible Shareholders shall be ignored by rounding down to the nearest integer. However, the Eligible Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Equity Shares if they apply for additional Rights Shares over and above their Rights Entitlements, i.e., subject to availability of Rights Shares in this issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds 1 (One) Equity Share, such Equity Shareholder will be entitled to 1 (One) fully paid up Rights Share(s) and will also be given a preferential consideration for the Allotment of one additional Rights Share if such Eligible Equity Shareholder has applied for additional Rights Shares, over and above his/her Rights Entitlements, subject to availability of Rights Shares in this issue post allocation towards Rights Entitlements applied for.

Such Eligible Shareholders are entitled to apply for additional Rights Shares and will be given preference in the Allotment of one Rights Share, if such Eligible Shareholders apply for additional Rights Shares, subject to availability of Rights Shares in this issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

FOR PROCEDURE OF APPLICATION BY SHAREHOLDERS WHO HAVE PURCHASED THE RIGHT ENTITLEMENT THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, PLEASE FOR DETAILS ON THE ASBA PROCESS SEE "TERMS OF THE ISSUE" BEGINNING AT PAGE 219 OF THE LETTER OF OFFER.

LISTING AND TRADING OF THE RIGHTS EQUITY SHARES TO BE ISSUED PURSUANT TO THE ISSUE: The existing Equity Shares are listed and traded on BSE (Scrip Code: 531471) under the ISIN: INE804B01023. The Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals, the Equity Shares shall be available from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

DISCLAIMER CLAUSE OF BSE: The Letter of Offer has not been filed with BSE in terms of SEBI (ICDR) Regulations as the size of issue is 1000 lakhs which is less than Rs. 5000.00 lakhs. The present issue being of less than Rs. 5,000 lakhs, our Company is in compliance with first proviso to Regulation 3 of the SEBI (ICDR) Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI (ICDR) Regulations with SEBI for information and dissemination on the website of SEBI i.e. www.sebi.gov.in.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE Limited should not, in anyway, be deemed or construed that the Letter of Offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of BSE" beginning on page 215 of the LOF.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: In accordance with the SEBI (ICDR) Regulations, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Shareholders can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- Our Company at megacorppltd.com;
- The Registrar at www.linkintime.co.in;
- The Stock Exchange at www.bseindia.com;

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar i.e. Link Intime India Private Limited at www.linkintime.co.in by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. Further, the same details will be available on the website of our Company (i.e. megacorppltd.com).

BANKERS TO THE ISSUE: AXIS BANK LIMITED
MONITORING AGENCY: Not Applicable
FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ALSO OTHER IMPORTANT LINKS AND HELPLINE: The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders www.linkintime.co.in
- Update of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company www.linkintime.co.in
- updation of demat account details by Eligible Equity Shareholders holding shares in physical form www.linkintime.co.in
- Submission of self-certified PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: megacorppltd.com or linkintime.co.in

REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
Link Intime India Private Limited Address: C-101, 1st Floor, 247 Park, LBS Marg, Surya Nagar, Gandhi Nagar/Vikhroli (West), Mumbai - 400 083, Maharashtra, India Telephone: +91 810811 14949 Email: megacorp.rightsissue@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalakrishnan SEBI Registration Number: INR000004058 CIN: U67130M1999PT181368	Ms. Krashmea Bhatnaya Upper Ground Floor, 62, Okhla Industrial Estate, Phase-III, Okhla Industrial Estate, New Delhi, India - 110020 Tel. No.: +91 11 46557134 Email id: cs@megacorppltd.com

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer for any pre- Issue/ post- issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSS, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSS where the CAF, or the plain paper application, as the case may be, was submitted by the ASBA Investors.

For Mega Corporation Limited
 Sd/-
 Kunal Lalani
 Director
 DIN: 0002756

Date: 02.01.2025
 Place: New Delhi

Disclaimer: Our Company is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed the Letter of Offer dated December 16, 2024 with BSE. The Letter of Offer is available on the website of Stock Exchange where the Equity Shares are listed i.e. BSE at www.bseindia.com. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 21 of the Letter of Offer. This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of Rights Equity Shares for sale in any jurisdiction, including the United States, and any Rights Equity Shares described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.

This advertisement is for information purposes only and does not constitute an offer or an invitation or a recommendation to purchase, to hold or sell securities. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated December 16, 2024, the "Letter of Offer" or ("LOF") filed with the BSE Limited ("BSE") and the Securities and Exchange Board of India ("SEBI").

MegaCorp

MEGA CORPORATION LIMITED

Our Company was originally incorporated as Assam Impex Limited on March 26, 1985 at Shillong as a Public Limited Company under the Companies Act, 1956 pursuant to the Certificate of Incorporation issued by the Registrar of Companies, Shillong (RoC). Thereafter, our Company obtained a Certificate of Commencement on March 27, 1985 issued by the Registrar of Companies, Shillong (RoC). Further, the company got listed on February 19, 1986 on BSE. Subsequently, the name of our Company was changed to "Vigyor Corporation Limited" pursuant to which Certificate of Incorporation consequent on change of name was issued by RoC, Shillong on March 28, 1986. Further after obtaining the necessary approval/consent, the registered office of the Company was shifted from the State of Assam to the NCT of Delhi vide order dated 1st December, 1997 of the Eastern Region Bench of Company Law Board and the certificate of Registration of Company Law Board, Eastern Region Bench was issued on February 20, 1998 by the Registrar of Companies, NCT Delhi and Haryana. Further the name of our Company was changed to its present name i.e. "Mega Corporation Limited" pursuant to which fresh Certificate of Incorporation consequent on change of name was issued by Registrar of Companies, NCT Delhi and Haryana on May 10, 1999. The Corporate Identification Number of our Company is L65100DL1985PLC092375. Our Company is registered under section 45-IA of the Reserve Bank of India Act, 1934 to commence/carry on the business as a Non-Systemically Important Non-Deposit taking Non-Banking Financial Companies (NSI-NID-NBFC), Loan Company. The registration number is 14.00955 vide the Certificate of Registration dated May 09, 1998. For details of changes in the name and registered offices of our Company, refer chapter titled "General Information" on page 4/1 of this Letter of Offer.

Registered Office: Upper Ground Floor, 62, Okhla Industrial Estate, Phase-III, Okhla Industrial Estate, New Delhi, India - 110020
Corporate Office: NSIC Complex, Maa Anand Mayee Marg, Okhla Industrial Estate, Phase-III, New Delhi, India - 110020

Telephone No: 011-46557134
Contact Person: Ms. Krashmee Bhatnagar, Company Secretary and Compliance Officer
E-mail: cs@megacorppltd.com, info@megacorppltd.com, Website: www.megacorppltd.com
Corporate Identification Number: L65100DL1985PLC092375

THE ISSUE

ISSUE OF UPTO 10,00,00,000 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 01/- EACH ("EQUITY SHARES") OF MEGA CORPORATION LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 01/- PER EQUITY SHARE ("ISSUE PRICE") FOR AN AGGREGATE AMOUNT NOT EXCEEDING RS. 1,00,00,00,000 LAKHS TO THE ELIGIBLE EQUITY SHAREHOLDERS ON RIGHTS BASIS IN THE RATIO OF 1 (ONE) PAID UP EQUITY SHARES FOR EVERY 1 (ONE) FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. DECEMBER 20, 2024 (THE "ISSUE"). THE ISSUE PRICE IS 1 TIME OF FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 219 OF THIS LETTER OF OFFER.

#ASSUMING FULL SUBSCRIPTION OF THE ISSUE

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE OF MARKET RENUNCIATIONS*	ISSUE CLOSING ON**
Tuesday, 07th January, 2025	Tuesday, 14th January, 2025	Friday, 17th January, 2025

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

**Our Board or a duly authorized committee thereof will have the right to extend the issue period as it may determine from time to time, provided that this issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of the Application shall be permitted by any Applicant after the Issue Closing Date.

ASBA

Simple, Safe,
Smart way of Application -
Make use of it!!!

Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI circular bearing reference number SEBI/HO/CFDIL2/ CIRP/2020/13 dated January 22, 2020, SEBI circular bearing reference number SEBI/HO/CFDIL2/ CIRP/2020/16 dated April 21, 2020, SEBI circular bearing reference number SEBI/HO/CFDIL2/ CIRP/2020/18 dated July 6, 2020, SEBI circular bearing reference number SEBI/HO/CFDIL1/ CIRP/2020/136 dated July 24, 2020 and SEBI circular bearing reference number SEBI/HO/CFDIL2/ CIRP/2020/163 dated 01 October 2021 (Collectively hereafter referred to as "SEBI Rights Issue Circulars") and SEBI circular SEBI/CFDIL/ASBA/1/2009/3010 dated December 30, 2009, SEBI circular CIRP/CFDIL/1/2011 dated April 29, 2011 and the SEBI circular, bearing reference number SEBI/HO/CFDIL2/ CIRP/2020/13 dated January 22, 2020 and SEBI circular bearing reference number SEBI/HO/CFDIL2/ CIRP/2020/275 dated May 30, 2022 (Collectively hereafter referred to as "ASBA Circulars"), all Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA Process. Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Terms of Issue" on page 219 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least 2 (Two) Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., 16th January, 2025.

PROCEDURE FOR APPLICATION: In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA Process. Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date i.e. December 20, 2024 see "Procedure for Application by Eligible Equity Shareholders Holding Equity Shares in Physical Form" beginning on page 239 of the Letter of Offer.

PROCEDURE FOR APPLICATION THROUGH THE ASBA PROCESS: A Shareholder, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an NSDL prior to making the Application. Shareholders desiring to make an Application in this Issue through ASBA process, may submit an Application Form in physical mode to the Designated Branch of the SCSB or online/electronic application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Shareholders should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB. Via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks:

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to

<https://www.sebi.gov.in/sites/other/OtherAction.do?doRecognisedsybs>

APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM: Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

ALLOTMENT OF THE RIGHTS ENTITLEMENTS IN DEMATERIALIZED FORM: Please note that the rights equity shares applied for in this Issue can be allotted only in dematerialized form and in some depository account in which our equity shares are held by such investor on the record date i.e. December 20, 2024.

DISPATCH OF THE Abridged Letter of Offer ("ALOF") AND APPLICATION FORM: The Dispatch of the ALOF and Application Form for the Issue was completed on December 26, 2024 by the Registrar to the Issue.

CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS: In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense escrow account (namely, "L1PL MEGA CORPORATION LIMITED RIGHTS ESCROW DEMAT ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) the Equity Shares in the account of the IEFF authority; or (b) the demat accounts of the Eligible Equity Shareholders which are frozen or suspended for debit or credit or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) the Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) the credit of the Rights Entitlements returned/unvested/allotted; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date. Such Eligible Equity Shareholders are also requested in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

APPLICATIONS ON PAIN PAPER UNDER ASBA PROCESS: The Application on pain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being Mega Corporation Limited.
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository).
- Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and Client ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
- Number of Equity Shares held as on Record Date;
- Allotment option - only dematerialized form;
- Number of Equity Shares entitled to;
- Number of Equity Shares applied for within the Rights Entitlements;
- Number of additional Equity Shares applied for, if any applicable only if entire Rights Entitlements have been applied for;
- Total number of Equity Shares applied for;
- Total amount paid at the rate of Rs. 01.00 per Equity Share;
- Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FNRR/RO account such as the account number, name, address and branch of the SCSB with the account is maintained;
- Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- All such Eligible Equity Shareholders are deemed to have accepted the following:
 - We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for Shareholders in investments of the type subscribed for herein imposed by the jurisdiction of our residence;
 - We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act;
 - We (i) am/are, and the person, if any, for whose account I/ we am/are acquiring such Rights Entitlement and/or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a "U.S. Person" as defined in ("Regulations"), and (iii) is/ are acquiring the Rights Entitlement and/or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulations;
 - We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or a demat suspense escrow account, as applicable, including cases where a Shareholder submits Application Forms along with a pain paper Application, such Applications shall be subject to the order of receipt. Shareholders are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, and the Registrar not having any liability to the Shareholders. The plain paper Application form will be available on the website of the Registrar at <https://linkintime.co.in>

Our Company, and the Registrar shall not be responsible if the Applications are not updated by the SCSB or funds are not blocked in the Shareholders' ASBA Accounts on or before the Issue Closing Date.

LAST DATE FOR APPLICATION: The last date for submission of the duly filled in the Application Form or a plain paper Application is 17th January 2025 i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date) if the Application Form is not submitted with an SCDS, uploaded with the Stock Exchange and the Application Money is not blocked with the SCSB or on before the Issue Closing Date. Such extension of the said date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Basis of Allotment" mentioned on page 246 of the Letter of Offer.

PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS: The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges under the "On Market Renunciation", or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Shareholders should have the demat Rights Entitlements credit/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. Shareholders may be subject to adverse foreign, stock or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Our Company accepts no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Shareholders.

On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE894B20013 subject to requisite approvals. Prior to the Issue Opening Date, our Shareholders will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be specified by the Stock Exchange from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for Off Market Renunciation, i.e., from 07th January 2025 to 14th January, 2025 (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE804B20015 and indicating the details of the Rights Entitlements they intend to trade.

The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on T+2 rolling settlement basis. Investors will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation with the requirements of the Stock Exchange and the SEBI.

Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialized form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE894B20015, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

INVESTORS TO KINDLY NOTE THAT AFTER PURCHASING THE SHARES ENTITLED RIGHTS (RE) THROUGH ON MARKET RENUNCIATION / OFF MARKET RENUNCIATION, AN APPLICATION HAS TO BE MADE FOR SUBSCRIBING THE SHARES OFFERED UNDER RIGHTS ISSUE. IF NO APPLICATION IS MADE BY THE PURCHASER OF RES ON OR BEFORE ISSUE CLOSING DATE THEN SUCH RES WILL GET LAPSED AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE. NO SHARES FOR SUCH LAPSED RES WILL BE CREDITED. EVEN IF SUCH RES WERE PURCHASED FROM MARKET AND PURCHASER WILL LOSE THE AMOUNT PAID TO ACQUIRE THE RES. PERSONS WHO HAVE BOUGHT RIGHTS ENTITLEMENTS, SHALL REQUIRE TO MAKE AN APPLICATION AND APPLY FOR SHARES OFFERED UNDER RIGHTS ISSUE, IF THEY WANT TO SUBSCRIBE TO THE SHARES OFFERED UNDER RIGHTS ISSUE.

Fractional Entitlements

The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1 (One) Fully Paid-up Rights Equity Shares for every 1 (One) Fully paid-up Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 1 (One) Equity Shares as on the Record Date, the fractional entitlements of such Eligible Shareholders shall be ignored by rounding down of their Rights Entitlements. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

DISCLAIMER CLAUSE OF SEBI: The Letter of Offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is 1000 lakhs which is less than Rs. 5000.00 lakhs. The present issue being of less than Rs. 5,000 lakhs, our Company is in compliance with first proviso to Regulation 3 of the SEBI ICDR Regulations and our Company shall file the copy of the Letter of Offer prepared in accordance with the SEBI ICDR Regulations with SEBI for information and dissemination on the website of SEBI i.e., www.sebi.gov.in.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE Limited should not, in any way, be deemed or construed that the Letter of Offer has been reviewed or approved by BSE Limited; nor does it certify the correctness or completeness of any of the contents of the Letter of Offer. The Investors are advised to refer to the Letter of Offer for the full text of the "Disclaimer Clause of BSE" beginning on page 215 of the LOF.

DISPATCH AND AVAILABILITY OF ISSUE MATERIALS: In accordance with the SEBI ICDR Regulations, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Shareholders can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe to the Equity Shares under applicable laws) on the websites of:

- Our Company at megacorppltd.com
- The Registrar at www.linkintime.co.in
- The Stock Exchange at www.bseindia.com

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar i.e. Link Intime India Private Limited at www.linkintime.co.in by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., megacorppltd.com).

BANKERS TO THE ISSUE: AXIS BANK LIMITED
MONITORING AGENCY: Not Applicable

FOR RISK FACTORS AND OTHER DETAILS, KINDLY REFER TO THE LETTER OF OFFER AND ALOF OTHER IMPORTANT LINKS AND HELPLINE: The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/electronic dedicated Shareholders helpdesk for guidance on the Application process and resolution of difficulties faced by the Shareholders; www.linkintime.co.in
- Update of Indian address/ e-mail address/ phone number in the records maintained by the Registrar or our Company; www.linkintime.co.in
- Update of demat account details by Eligible Equity Shareholders holding shares in physical form; www.linkintime.co.in
- Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders; megacorppltd.com/rightsissue/linkintime.co.in

REGISTRAR TO THE ISSUE

Link Intime India Private Limited

Address: C-101, 1st Floor, 247 Park, LBS Marg, Surya Nagar,

Gandhi Nagar/Vikhroli (West), Mumbai - 400 083, Maharashtra, India

Telephone: +91 81081 14949

Email: registrar@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Shanti Gopalakrishnan

SEBI Registration Number: INR000004058

IN: U67190MB1999PT181638

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Krashmee Bhatnagar

Upper Ground Floor, 62, Okhla Industrial Estate,

Phase-III, Okhla Industrial Estate, New Delhi, India - 110020

Tel. No. +91 11 46557134

Email: cs@megacorppltd.com

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer for any pre- /issue- /post- /issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB giving full details such as name, address of the applicant, number of Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB before the CAE or the plain paper application, as the case may be, was submitted by the ASBA Investors.

For Mega Corporation Limited

Sd/-

Kunal Lalwani

Director

DIN: 0002756

Date: 02.01.2025
 Place: New Delhi

Disclaimer: Our Company is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and file a Letter of Offer dated December 16, 2024 with BSE. The Letter of Offer is available on the website of Stock Exchange where the Equity Shares are listed i.e. BSE at www.bseindia.com. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to the Letter of Offer including the section "Risk Factors" beginning on page 21 of the Letter of Offer. This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of Rights Equity Shares for sale in any jurisdiction, including the United States, and any Rights Equity Shares described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption from registration. There will be no public offering of Rights Equity Shares in the United States.