

**MEGASTAR FOODS LIMITED**

**CIN:** L15311CH2011PLC033393

**Regd. Off:** Plot No. 807, Industrial Area, Phase-II  
Chandigarh-160002; **Telephone:** +91 172 2653807, 5005024

**Works:** Kurali-Ropar Road, Village Solkhian-140108

Distt. Rupnagar, Punjab

**Telephone:** +91 1881 240403-240406

**Website:** [www.megastarfoods.com](http://www.megastarfoods.com);

**Email:** [cs@megastarfoods.com](mailto:cs@megastarfoods.com)



**MFL/CS/2024-25/33**

**Date: -September 22, 2024**

Department of Corporate Services  
The BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001.

National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai-400051.

Scrip Code: 541352

Company Symbol: MEGASTAR

**SUBJECT: VOTING RESULTS UNDER REGULATION 44 (3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (LISTING REGULATIONS), SUBMISSION OF CONSOLIDATED SCRUTINIZER REPORT AND FINAL OUTCOME IN RESPECT OF THE 13<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

Dear Sir/Madam,

This is to inform your good office that the Company's 13<sup>th</sup> Annual General Meeting (AGM) for the Financial Year 2023-24 has been held on Friday, the 20<sup>th</sup> day of September, 2024 at 11.30 a.m. with the presence of requisite quorum through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in compliance with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 10/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023 (collectively referred to as "MCA Circulars") read with Securities and Exchange Board of India ("SEBI") circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 issued by SEBI (collectively referred to as "SEBI Circulars").

In the AGM, all the items of business mentioned in the notice of the AGM were duly considered and discussed and accordingly, based upon the report of the scrutinizer presenting consolidated results of voting through e-voting system during the AGM and remote e-voting by the Shareholders, all the resolutions are declared as duly passed with requisite majority.

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The Consolidated Voting Results in respect of Resolutions passed in the AGM in terms of Regulation 44(3) of Listing Regulations, the Consolidated Report of Scrutinizer issued by Mr. Ajay Arora, Practicing Company Secretary (FCS 2191, CP 993) and the final outcome of the 13th AGM is enclosed herewith.

You are requested to take the same on your records.

Thanking you,

Yours Sincerely,

For **Megastar Foods Limited**

**(Deepali Chhabra)**

**Company Secretary & Compliance Officer**

**A61299**

**Encl:** Consolidated Scrutinizers Report and Voting Results under Regulation 44(3) of SEBI(LODR) Regulations, 2015

**AJAY K. ARORA**  
LL.B., FCS, IP

GST : 04ADSPA8498H1Z3

**A. ARORA & CO.**

*Company Secretaries*  
&  
*Insolvency Professional*

S.C.O. 64-65, 1ST FLOOR,  
SECTOR 17-A, MADHYA MARG,  
CHANDIGARH-160 017  
Ph.: (O) 2701906  
MOBILE : 98140-06492  
E-MAIL : ajaykcs@gmail.com

**Consolidated Report of Scrutinizer**

[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
Megastar Foods Limited  
Plot No. 807, Industrial Area,  
Phase -II, Chandigarh.

**13<sup>th</sup> Annual General Meeting of the Equity Shareholders of Megastar Foods Limited held on Friday, the 20<sup>th</sup> September, 2024 at 11.30 A.M. conducted through Video Conferencing / Other Audio Visual Means.**

Dear Sir,

1. I, Ajay Kumar Arora, Practicing Company Secretary, at S.C.O. 64-65, 1<sup>st</sup> Floor, Sector 17-A, Madhya Marg, Chandigarh was appointed as Scrutinizer by the Board of Directors of **Megastar Foods Limited** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and e-voting during AGM pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the below mentioned resolutions proposed at the 13<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Megastar Foods Limited held on 20<sup>th</sup> September, 2024 at 11.30 A.M conducted through Video Conferencing / Other Audio Visual Means ("VC").
2. The notice dated 9<sup>th</sup> August, 2024, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed at the 13<sup>th</sup> AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 28<sup>th</sup> December, 2022 and 25<sup>th</sup>



September, 2023 (collectively referred to as "MCA Circulars") and SEBI Circular dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021, 13<sup>th</sup> May, 2022, 5<sup>th</sup> January, 2023 and 7<sup>th</sup> October, 2023.

3. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and e-voting during the Annual General Meeting on the resolutions proposed in the Notice of the 13<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting during the meeting are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL).
4. The Company had arranged the services of CDSL from 17<sup>th</sup> September, 2024 (from 9.00 A.M.) to 19<sup>th</sup> September, 2024 (upto 5.00 P.M.). The voting rights were reckoned as on 13<sup>th</sup> September, 2024 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
5. During the 13<sup>th</sup> AGM of the Company held on 20<sup>th</sup> September 2024, it was informed that the facility of E-voting is available during the meeting for the members who have not cast their vote previously through remote e-voting and are attending the Meeting through video conferencing.
6. The results of remote e-voting and e-voting during the AGM were unblocked by me on 20<sup>th</sup> September, 2024 in the presence of two witnesses who are not in the employment of the Company.

The consolidated results of voting are as under:

**ORDINARY BUSINESS:**

**(1) As an Ordinary Resolution-Item no. 1**

To consider, approve and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Membe rs	No. of shares/Vo tes
Detail of voting	52	7460086	52	7460086	-	-	-	-
% to total valid votes				100%				



(2) As an Ordinary Resolution-Item no. 2

To appoint a Director in place of Mr. Vikas Gupta (DIN: 05123386) who retires by rotation and being eligible, offers himself for re-appointment as a Director.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	52	7460086	51	7460076	1	10	-	-
% to total valid votes				99.9999%		0.0001%		

7. Based on the votes cast in favour / against on the aforesaid resolutions by remote e-voting and e-voting during the AGM, all 2 (Two) resolutions were passed with requisite majority.

8. I hereby confirm that the electronic data, registers and all other relevant records related to remote e-voting and e-voting during the AGM is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider, approves and signs the minutes of the AGM.

Thanking you,  
Yours Sincerely,



Ajay K Arora  
Company Secretary in Practice  
CP No. 993  
FCS No. 2191  
Date: 20.09.2024  
Place: Chandigarh  
UDIN: F002191F001269622  
Peer Review Cer No.:2120/2022

VIKAS GOEL  
Chairman & Managing Director  
DIN- 05122585

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider, approve and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6941700	6941700	100.0000	6941700	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		6941700	6941700	100.0000	6941700	0	100.0000
Public- Institutions	E-Voting	428296	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		428296	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	3823704	518386	13.5572	518386	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		3823704	518386	13.5572	518386	0	100.0000
<b>Total</b>		11193700	7460086	66.6454	7460086	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

## Resolution (2)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

To appoint a Director in place of Mr. Vikas Gupta (DIN: 05123386) who retires by rotation and being eligible, offers himself for re-appointment as a Director.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6941700	6941700	100.0000	6941700	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		6941700	6941700	100.0000	6941700	0	100.0000
Public- Institutions	E-Voting	428296	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		428296	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	3823704	518386	13.5572	518376	10	99.9981	0.0019
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		3823704	518386	13.5572	518376	10	99.9981
<b>Total</b>		11193700	7460086	66.6454	7460076	10	99.9999	0.0001
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	