

**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 Solkhan-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/2024-25/13**

**Date:** -May 18, 2024

To,  
**The Manager**  
**Listing Department**  
**BSE Limited**  
Floor 25 Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001,  
Maharashtra.

To,  
**The Manager**  
**Listing Department**  
**National Stock Exchanges of India Limited**  
“Exchange Plaza”, Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai-400051, Maharashtra.

Dear Sir/Madam,

**Subject: Voting Results of Postal Ballot and Scrutinizer’s Report**

**Ref: Megastar Foods Limited (MEGASTAR | 541352 | INE00EM01016)**

In furtherance to our letters dated April 03, 2024 and April 15, 2024, this is to inform that the following Special Resolutions as set out in the Postal Ballot Notice dated April 03, 2024 have been approved by the Members of the Company with requisite majority: -

1. Increase in Limits of Borrowings under Section 180 (1) (c) of the Companies Act, 2013
2. Increase in Limits for creating mortgage/hypothecation/charge on assets of the Company under Section 180 (1) (a) of the Companies Act, 2013

The Remote E-voting period began on Wednesday, April 17, 2024 (09:00 A.M.) and ended on Thursday, May 16, 2024 (05:00 P.M.) and thereafter, the Scrutinizer, Mr. Ajay Arora, Proprietor of A. Arora & Co., a Practicing Company Secretary (M. No 2191; C.P No. 993) submitted his report on the voting results.

The details of the voting results of the Postal Ballot are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer’s Report.

The same is being uploaded on the website of the Company <https://www.megastarfoods.com/> and CDSL <https://www.evotingindia.com/>

Kindly take the same on record.

Thanking you

For, **Megastar Foods Limited**

**Deepali Chhabra**  
**Company Secretary & Compliance Officer**  
**M no: A61299**

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in Limits of Borrowings under Section 180 (1) (c) of the Companies Act, 2013				
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	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		6841700	98.5594	6841700	0	100.0000	0.0000
	<b>Total</b>		<b>6941700</b>	<b>6841700</b>	<b>98.5594</b>	<b>6841700</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	427445	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>427445</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	3924555	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		222263	5.6634	222227	36	99.9838	0.0162
	<b>Total</b>		<b>3924555</b>	<b>222263</b>	<b>5.6634</b>	<b>222227</b>	<b>36</b>	<b>99.9838</b>
<b>Total</b>		<b>11293700</b>	<b>7063963</b>	<b>62.5478</b>	<b>7063927</b>	<b>36</b>	<b>99.9995</b>	<b>0.0005</b>
<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)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in Limits for creating mortgage/hypothecation/charge on assets of the Company under Section 180 (1) (a) of the Companies Act, 2013				
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	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		6841700	98.5594	6841700	0	100.0000	0.0000
	<b>Total</b>		6941700	6841700	98.5594	6841700	0	100.0000
Public- Institutions	E-Voting	427445	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		427445	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	3924555	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		222263	5.6634	222227	36	99.9838	0.0162
	<b>Total</b>		3924555	222263	5.6634	222227	36	99.9838
<b>Total</b>		11293700	7063963	62.5478	7063927	36	99.9995	0.0005
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

**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

**Report of Scrutinizer**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

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

**Result of Postal Ballot of Megastar Foods Limited**

Dear Sir,

1. I, Ajay K 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), in their meeting held on 3<sup>rd</sup> April, 2024 for the purpose of scrutinizing the e-voting process (remote e-voting) of Postal Ballot pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for, inter-alia, conducting postal ballot through e-voting vide General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022, and 09/2023 dated 25<sup>th</sup> September, 2023 ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Secretarial Standard - 2 ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, in respect of the following resolutions stated in the Notice of the Postal Ballot dated 3<sup>rd</sup> April, 2024 proposed to be passed by the equity shareholders of the Company:

Sr. No.	Description of Special Resolutions
1	Increase in the limits of borrowings under Section 180(1)(c) of the Companies Act, 2013.
2	Increase in limits for creating Mortgage/ Hypothecation/ Charge on assets of the company under Section 180(1)(a) of the Companies Act, 2013.





2. 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) of postal ballot by the shareholders on the resolution proposed is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means of postal ballot are conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized, on the resolution, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL).
3. In accordance with the Notice of the Postal Ballot dated 3<sup>rd</sup> April, 2024, dispatch of which to the shareholders by prescribed modes was completed on 15<sup>th</sup> April, 2024. The remote e-voting for Postal Ballot of the Company commenced on 17<sup>th</sup> April, 2024 at 9.00 A.M. (IST) and ended on 16<sup>th</sup> May, 2024 at 5.00 P.M. (IST). The remote e-voting facility was provided by CDSL.
4. The Equity Shareholders holding shares as on 12<sup>th</sup> April, 2024 (the "Cut-off Date"), were entitled to vote on the resolution stated in the Notice of the Postal Ballot.

The results of remote e-voting are as under:

**1. As a Special Resolution: Increase in the limits of borrowings under Section 180(1)(c) of the Companies Act, 2013.**

Mode of Voting	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
Postal Ballot through E-voting	42	7063963	37	7063927	5	36	-	-
% to total valid votes				99.999%		0.001%		

**2. As a Special Resolution: Increase in limits for creating Mortgage/ Hypothecation/ Charge on assets of the company under Section 180(1)(a) of the Companies Act, 2013.**

Mode of Voting	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
Postal Ballot through E-voting	42	7063963	37	7063927	5	36	-	-
% to total valid votes				99.999%		0.001%		





5. Based on the votes cast in favour / against on the aforesaid resolutions by remote e-voting, Resolution No. 1 & 2 of Postal Ballot Notice dated 3<sup>rd</sup> April, 2024 has been passed with requisite majority.
6. Register of postal ballot and other relevant records of voting process given/provided/maintained in electronic mode will remain in my custody until the Chairman considers, approves, and signs the Minutes of postal ballot and the same shall be handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours Sincerely,



Ajay K Arora  
Company Secretary in Practice  
CP No. 993  
FCS No. 2191

UDIN: F002191F000389237

Date: 17.05.2024

Place: Chandigarh

Peer Review Cert. No.: 2120/2022



VIKAS GOEL  
Chairman cum Managing Director  
DIN - 05122585

**Note:**

1. This report is based on the votes casted in through E-Voting.