

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;Email: cs@megastarfoods.com

MFL/CS/2024-25/03

Date: -April 15, 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: Postal Ballot Notice- Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR)”).

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

Further to the outcome of meeting of the Board of Directors of Megastar Foods Limited (“the Company”) dated April 03, 2024, the Company has issued Postal Ballot Notice dated April 03, 2024 to the Members of the Company and other persons entitled to receive the said notice pursuant to the provisions of Section 110 and 108 and other applicable provisions of the Companies Act, 2013 as amended (“the Act”) read over with the Companies (Management and Administration) Rules, 2014 and relevant MCA circulars, seeking approval of the Members of the Company through e-voting for the following Special Resolutions:

Sr.no	Resolution
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

In Compliance with the provisions of Regulation 30 of SEBI (LODR), 2015 read with the circulars issued by SEBI in this regard, please find below the required disclosure with respect to the issuance of the said Postal Ballot Notice of the Company: -

a. **Date of Notice:** the Postal Ballot Notice dated 03.04.2024, has been issued to the members of the Company and other persons entitled to receive the said notice as on the cutoff date of April 12, 2024.

b. **Brief details viz agenda (if any) proposed to be taken up, resolution to be passed, manner of approval proposed etc.**

i) **Agenda proposed to be taken up:**

Sr.no	Resolutions
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

ii) **Resolutions to be passed:** 2 special resolutions are proposed to be passed as per Postal Ballot Notice attached

iii) **Manner of approval proposed:** e-voting

The said notice is also available on the website of the Company at <https://www.megastarfoods.com/assets/pdf/Notice%20of%20Postal%20Ballot1.pdf> and also at the website of BSE limited at <https://www.bseindia.com/> and National Stock Exchange of India Limited at <https://www.nseindia.com/>, where further details are available relating to the notice.

Date of occurrence of event/information: April 15, 2024;

Time of occurrence of event/information: dispensed throughout the day i.e. April 15, 2024

You are requested to take the same on your records.

Thanking you

For, **Megastar Foods Limited**

(Deepali Chhabra)

Company Secretary & Compliance Officer

M no: A61299

Encl: Notice of Postal Ballot

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Distt. Rupnagar, Punjab

Telephone: +91 1881 240403-240406**Website:** www.megastarfoods.com;**Email:** cs@megastarfoods.com**POSTAL BALLOT NOTICE****[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]****Dear Member(s),**

Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (“the rules”) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India, other applicable laws and regulations and In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circular no. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular no. 33/2020 dated 28th September 2020, General Circular no. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 8th December 2021 and latest one being General Circular No. 9/2023 dated 25th September 2023, (the “MCA Circulars”) issued by the Ministry of Corporate Affairs, Notice is hereby given that the resolutions appended to this notice are proposed to be passed by the members as Special Resolutions through remote electronic voting (remote e-voting).

This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, as provided in the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. In accordance with the provisions of the MCA circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, if your e-mail address is not registered, you are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Board of Directors of the Company proposes to obtain the consent of the shareholders by way of Postal Ballot for the matter as considered in the Resolution appended below. Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration.

Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.

The remote e-voting facility is available at the link: www.cdslindia.com from Wednesday, April 17, 2024 (09:00 A.M.) and will end on Thursday, May 16, 2024 (05:00 P.M.). Please refer to the instructions for casting votes by remote e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out. Only members entitled to vote (Refer to Point 8 of the Notes attached with this notice) are entitled to vote through the remote e-voting facility provided by the Company through CDSL.

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The Board of Directors of the company has appointed CS Ajay Arora (Membership No. 2191; CP No. 993), Proprietor of A. Arora & Co. Practising Company Secretaries as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

The scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e voting. The results of voting by means of remote e-voting will be announced not later than 48 hours from the conclusion of e-voting at the Registered Office of the Company and also by placing the same on the company's website www.megastarfoods.com and communicated on the same day to stock exchanges, registrar and share transfer agent and e-voting agency.

**By order of the Board of Directors,
Megastar Foods Limited**

Place: Chandigarh

Date: 03.04.2024

**Sd/-
Vikas Goel
Chairman cum Managing Director
DIN: 05122585**

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SPECIAL BUSINESS

ITEM NO 1: INCREASE IN LIMITS OF BORROWINGS UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013

“**RESOLVED THAT** subject to the provisions of Section 180 (1) (c) and other applicable provisions if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, and the Articles of Association of the Company and in supersession of all earlier resolutions passed in this regard, the consent of members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, to borrow money for and on behalf of Company from time to time as deemed by it to be requisite and proper for the business of Company, and that the moneys to be borrowed together with the moneys already borrowed by the Company, may exceed the aggregate of the paid up share capital, free reserve and securities premium of the Company as per the latest annual audited financial statements, however the aggregate amount so borrowed and outstanding at any point of time shall not exceed Rs. 500 Crores (Rupees Five Hundred crores only), apart from temporary loans obtained from Company’s bankers in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things to execute all such documents, instruments and writings as may be required and to delegate all or any of the power herein conferred to any committee of directors or the Managing Director or any other Director or any other officer(s) of the Company to give effect to this Resolution.”

ITEM NO. 2 INCREASE IN LIMITS FOR CREATING MORTGAGE /HYPOTHECATION /CHARGE ON ASSETS OF THE COMPANY UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013

“**RESOLVED THAT** subject to the provisions of Section 180 (1) (a) and other applicable provisions if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, and the Articles of Association of the Company and in supersession of all earlier resolutions passed in this regard, the consent of members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, to create mortgage and/or charge on all or any of the movable and/or immovable assets of the Company, both present and future and/or whole or any part of the company in favour of lenders, agents, trustees to secure such sum or sums as they deem requisite but not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document

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entered/ to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writing/papers/agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to Creation of Charge on Movable and immovable properties of the Company, both present and future as aforesaid.”

**By order of the Board of Directors,
Megastar Foods Limited**

Place: Chandigarh

Date: 03.04.2024

**Sd/-
Vikas Goel
Chairman cum Managing Director
DIN: 05122585**

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NOTES:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolutions is appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating remote e-voting.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, April 12, 2024 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, April 12, 2024.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
5. The Shareholders are requested to note that in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
6. Any query/grievance may please be addressed to Ms. Deepali Chhabra, Company Secretary and Compliance Officer with respect to the voting by remote electronic means at: Email id: cs@megastarfoods.com.
7. The members have to vote through remote e-voting platform only.
8. The Portal for remote E-voting will remain open for the Members for exercising their votes during Wednesday, April 17, 2024 (09:00 A.M.) and will end on Thursday, May 16, 2024 (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares as on Friday, April 12, 2024 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by CDSL after the last date and time.

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9. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
10. The Scrutinizer's decision on the validity of the voting shall be final.
11. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.megastarfoods.com and at the corporate announcement sections of the websites of the National Stock Exchange of India Limited and BSE Limited on which the equity shares of the Company are listed.
12. The Board of Directors have appointed CS Ajay Arora (Membership No. 2191; CP No. 993) Proprietor of A. Arora & Co. Practising Company Secretaries as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
13. The Resolutions will be taken as passed effectively on Thursday, May 16, 2024, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special resolution, had received assenting to the Resolution. The result of the voting will be announced not later than 48 hours from the conclusion of e-voting at the Registered Office of the Company. The result of the voting will also be posted on the Company's website, i.e. at www.megastarfoods.com and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.
14. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to cs@megastarfoods.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
15. Resolutions approved by the members through Postal Ballot /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
16. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company.
17. The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 1 and 2.

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INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

1. Instructions for remote e-voting are as below:

- (i) The Remote e-voting period shall commence on Wednesday, April 17, 2024, and end on Thursday, May 16, 2024 (both days inclusive). During this period, Members of the Company holding shares as on the Cut-off date, i.e. Friday, April 12, 2024 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the

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	<p>user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence

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	number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN of the Company for which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

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;**Email:** cs@megastarfoods.com

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@megastarfoods.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at cs@megastarfoods.com and/or RTA email at viren@skylinerta.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-40013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

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Telephone: +91 1881 240403-240406**Website:** www.megastarfoods.com;**Email:** cs@megastarfoods.com**EXPLANATORY STATEMENT****(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)****ITEM NO. 1 & 2**

Pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act 2013, the members of the Company had at Annual General Meeting held on September 26, 2022, authorised the Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money (ies) on behalf of the Company and for creation of charge on any assets or undertaking of the Company as security in favour of lending agencies for a sum not exceeding Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only).

The above limits were apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business.

In the year 2022, when the borrowing limits were increased to Rs. 250 Crores the revenue achieved was Rs. 184.80 Crores whereas in current financial year, revenue of the company was Rs. 267.52 Crores which is a growth of around 44% based on our estimation we are targeting compounded growth in the next 3 to 4 years. Apart from this, Megastar Foods Limited has to support its subsidiaries for their business operations hence we are proposing to increase our borrowing limits from Rs. 250 Crores to Rs. 500 Crores for our capex requirements, working capital and investments needs of the business.

The Company may be further required to borrow money, either secured or unsecured, from the banks/financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to borrow money and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting upto Rs. 500 Crores (Rupees Five Hundred Crores). The above limit is apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business.

It is therefore proposed to obtain fresh approval of members by Special Resolutions under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013 to enable the Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money and to mortgage and/or create a charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company to secure its borrowings upto a sum not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only), which may exceed the aggregate of the paid-up share capital, free reserves and security premium of the Company.

The above limit is apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business.

None of the Directors or the Key Managerial Personnel of the Company including their relatives is in way concerned or interested in the resolutions.

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The Board recommends the Special Resolutions set out as item no 1 & 2 of the Notice for approval of the Shareholders.

**By order of the Board of Directors,
Megastar Foods Limited**

Place: Chandigarh

Date: 03.04.2024

**Sd/-
Vikas Goel
Chairman cum Managing Director
DIN: 05122585**