

MEGASTAR FOODS LIMITED

CIN: L15311CH2011PLC033393

Regd. Off: Plot No. 807, Industrial Area, Phase-II Chandigarh-160102; Telephone: +91 172 2653807, 5005024

Works: Kurali-Ropar Road, Village Solkhian-140108

Distt. Roopnagar, Punjab

Telephone: +91 1881 240403-240406

Website: www.megastarfoods.com;Email: cs@megastarfoods.com**MFL/CS/2024-25/20****Date:** - May 31, 2024

The General Manager Department of Corporate Services BSE Limited Floor 25, Phiroze jeejeebhoy Towers Dalal Street, Mumbai -400001 Scrip code: 541352	National Stock Exchange of India Limited “Exchange Plaza”, C-1, Block-G Bandra-Kurla Complex Bandra (E), Mumbai-400051 Symbol: MEGASTAR Series: Eq.
-------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------

Subject: Submission of Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read over with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, NSE Circular No. NSE/CML/2023/30 dated 10th April, 2023 and BSE Notice No. 20230410-41 dated 10th April, 2023, we are enclosing herewith the Annual Secretarial Compliance Report of the Company issued by Mr. Kanwaljit Singh Thanewal, Practicing Company Secretary, for the Financial Year ended March 31, 2024.

Kindly take the above said Report on your records.

Thanking you,

Yours faithfully,

For **Megastar Foods Limited**

DEEPALI CHHABRA
Digitally signed by
DEEPALI CHHABRA
Date: 2024.05.31
17:26:20 +05'30'

(Deepali Chhabra)

Company Secretary & Compliance Officer

M.no: A61299

Encl: Report attached

KANWALJIT SINGH THANEWAL
B.Com, F.C.S. I.P.

GST: 04ADNPT2219E1ZO
COMPANY SECRETARY
&
INSOLVENCY PROFESSIONAL
S.C.O. 64-65, 1st FLOOR,
SECTOR-17A, MADHYA MARG,
CHANDIGARH- 160017
PH: (O) 0172-2701906,
Mobile : +91- 9915343212
E-MAIL: kanwalcs@gmail.com

Secretarial compliance report of Megastar Foods Limited
for the year ended 31st March, 2024

I, Kanwaljit Singh Thanewal, Company Secretary, have examined:

- (a) all the documents and records made available to us and explanation provided by **Megastar Foods Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent of the preferential issue of equity shares during the year.
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable as there was no instance of Buy-Back during the review period.
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- Not Applicable to the company during the review period.
- f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021: Not applicable during the review period.
- g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- h) Other regulations as applicable



and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 13 (3) of SEBI LODR Regulations 2015: Filing of quarterly statement of investor complaints	Regulation 13 (3) of SEBI LODR Regulations 2015	Delay in filing the statement of investor complaints for quarter ended 30.06.2023	BSE Limited	Fine Imposed	Delay in filing the statement of investor complaints for quarter ended 30.06.2023	Rs. 3,540/- (inclusive of GST)	Delay in filing the statement of investor complaints for quarter ended 30.06.2023	The SOP Fine imposed by BSE has been duly paid.	Nil
2.	Regulation 13 (3) of SEBI LODR Regulations 2015: Filing of quarterly statement of investor complaints	Regulation 13 (3) of SEBI LODR Regulations 2015	Delay in filing the statement of investor complaints for quarter ended 30.06.2023	National Stock Exchange of India Limited (NSE)	Fine Imposed	Delay in filing the statement of investor complaints for quarter ended 30.06.2023	Rs. 2,360/- (inclusive of GST)	Delay in filing the statement of investor complaints for quarter ended 30.06.2023	The SOP Fine imposed by NSE has been duly paid.	Nil
3.	Regulation 27 (2) of SEBI LODR Regulations 2015: Filing of quarterly report on Corporate Governance	Regulation 27 (2) of SEBI LODR Regulations 2015	Delay in filing the Corporate Governance Report for quarter ended 30.06.2023	BSE Limited and National Stock Exchange of India Limited (NSE)	Fine Imposed	Delay in filing the Corporate Governance Report for quarter ended 30.06.2023	Rs. 23,600/- (inclusive of GST by BSE and NSE each)	Delay in filing the Corporate Governance Report for quarter ended 30.06.2023	The SOP Fine imposed by BSE and NSE has been duly paid.	Nil



4.	Regulation 31 of SEBI LODR Regulations 2015: Filing of quarterly Shareholding Pattern	Regulation 31 of SEBI LODR Regulations 2015	Delay in filing the Shareholding Pattern for quarter ended 30.06.2023	BSE Limited and National Stock Exchange of India Limited (NSE)	Fine Imposed	Delay in filing the Shareholding Pattern for quarter ended 30.06.2023	Rs. 4,720/- (inclusive of GST by BSE and NSE each)	Delay in filing the Shareholding Pattern for quarter ended 30.06.2023	The SOP Fine imposed by BSE and NSE has been duly paid.	Nil
----	---------------------------------------------------------------------------------------	---------------------------------------------	-----------------------------------------------------------------------	----------------------------------------------------------------	--------------	-----------------------------------------------------------------------	----------------------------------------------------	-----------------------------------------------------------------------	---------------------------------------------------------	-----

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 23 (4) of LODR Regulations: All material related party transactions and subsequent material modifications shall require prior approval of	Regulation 23 (4) of LODR Regulations	Prior approval of the members was not sought for modifications to the previously approved related party transactions	Securities and Exchange Board of India (SEBI)	Issue of query Notice dated 21.11.2023 followed by Show Cause Notice for Adjudication dated 13.05.2024	Though, the subsequent modifications in the previously approved related party transactions were approved by the Audit Committee, prior approval of the members, as applicable, was not sought for such modifications.	N.A.	Though, the subsequent modifications in the previously approved related party transactions has been approved by the Audit Committee, prior approval of members, as applicable, was not sought for such modifications.	The company had duly sought the approval of the audit Committee and the members, where applicable for the related party transactions. In respect of the transaction under question, while the enhancements in the previously approved quantum of related party transaction was given a prior approval of the Audit Committee.	While the company had failed to seek the prior approval of members for the material related party transaction, for FY 2022-23, the same were ratified with majority through Postal Ballot on 03.07.2023.



the members.									Upon being informed about the lapse in seeking prior approval of the members for material related party transaction, the management promptly initiated the process of seeking shareholder endorsement and disclosed the execution of the Material Related Party Transaction during the fiscal year 2022-23 to all stakeholders, through postal ballot rather than awaiting the subsequent Annual General Meeting, which was scheduled for September 2023.	Further, the company is currently facing adjudication proceedings in the matter initiated by SEBI, which is due for personal hearing as on the date of this report.
--------------	--	--	--	--	--	--	--	--	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------

I. I hereby report that, during the Review Period the compliance Status of the listed entity with the following requirements: -

Sr. No.	Particulars	Compliance Status (Yes/ No/ N.A)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Nil



2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes	Nil
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website. 	Yes	Nil
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ol style="list-style-type: none"> Identification of material subsidiary companies; Disclosure requirement of material as well as other subsidiaries 	Yes	N.A. The company has no material subsidiary.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;	Yes	Nil



	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	Yes	The material related party transactions executed during the FY 2022-23 for which no prior approval of the members was sought, was ratified by the shareholders vide a resolution passed through postal ballot on 03.07.2023
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	N.A.
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	No	SEBI vide Show Cause Notice under Rule 4 (1) of SEBI (Procedure for Holding Enquiry and Imposing Penalties) Rules 1995, dated 13.05.2024 has intimated the initiation of Adjudication Proceedings against the company. The matter is due for personal hearing as on the date of this report.
12.	Resignation of Statutory Auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiaries has complied with paragraph 6.1 and 6.2 of section-D of Chapter V of the master Circular in compliance with the provisions of the LODR regulations by the listed entities.	N.A.	N.A.



13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc except as reported above.	N.A.	N.A.
-----	--------------------------------------------------------------------------------------------------------------------------------------------------------------------	------	------

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Chandigarh
Date: 30.05.2024

UDIN: F005901F000500131



Kanwaljit Singh Thanewal
FCS No.: 5901
C P No.: 5870
Peer Review Cert No. 2319/2022