

## MEGASTAR FOODS LTD.

Registered Office : Plot No. 807 Industrial Area Phase-2, Chandigarh-160 002  
Works : Kurali-Ropar Road, Village Solkhan-140 108, Distt. Roopnagar, Punjab  
Ph. : +91 1881 240401 (6 Lines) E-mail : info@megastarfoods.com



E: MEGASTAR/STK\_EX\_2122/14

To,

Date: 26 August 2021

The General Manager,  
Department of Corporate Services  
BSE Limited,  
Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

Security Code: 541352  
Security ID: MEGASTAR

**Sub: - Postal Ballot Notice.**

Dear Sir/Madam,

In furtherance to our intimation via Outcome of Board Meeting dated 23 August 2021, this is to inform you that pursuant to the Regulation 30 and other applicable regulations of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and provisions the Companies Act, 2013 and Rule there under, the Company is in the process of conducting postal ballot (voting by electronic means) for seeking approval of members of the Company for business as specified in the Postal Ballot Notice dated 23 August 2021.

In terms of applicable Regulation of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice dated 23 August 2021 for your intimation and records.

Further, the above information is also available on the Company's website at [www.megastarfoods.com](http://www.megastarfoods.com) under the head of Investor.

Kindly take the same on your record and oblige us.

Thanking you,

Yours Sincerely,  
For, MEGASTAR FOODS LIMITED



*Dhiraj*  
Dhiraj Kheriwal  
Company Secretary & Compliance Officer

Encl:- A/a



## MEGASTAR FOODS LIMITED

CIN: L15311CH2011PLC033393

Reg off: Plot No. 807, Industrial Area, Phase-II Chandigarh-160 102

Works: Village Solkhan, Near Haveli Resorts, District Rupnagar, 140 108

Telephone: +91 1881 240401; Website: www.megastarfoods.com ; E-mail: cs@megastarfoods.com

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with  
Rule 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) and other applicable laws and regulations, 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).

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 April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 (the “MCA Circulars”) read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by SEBI and in view of the continuing COVID-19 pandemic requiring social distancing, companies were advised to take all decisions requiring members’ approval, other than items of ordinary businesses or businesses where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Further, in compliance with 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.

The Board of Directors of the Company now proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolutions appended below. Proposed resolutions, along with explanatory statement pertaining to the said resolutions, 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.evotingindia.com](http://www.evotingindia.com) from Saturday, 28 August 2021 (09:00 A.M.) and will end on Sunday, 26 September 2021 (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 the Company through CDSL.

The board of directors of the company has appointed CS Kanwaljit Singh Thanewal, Company Secretary in Practice (COP No. 5870) 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 on or before Tuesday, 28 September 2021 at the Registered Office of the Company and also by placing the same on the company’s website - [www.megastarfoods.com](http://www.megastarfoods.com) and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.

By order of the Board of Directors,  
Megastar Foods Limited  
Sd/-

Vikas Goel  
Chairman and Managing Director  
DIN: 05122585

Place: Chandigarh  
Date: 23 August 2021

# MEGASTAR FOODS LIMITED

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## SPECIAL BUSINESSES

### Item No. 1:

#### Issue of Equity Shares to Promoters and Promoter Group of the Company on a preferential basis:

To consider and if thought fit, to pass, the following resolutions as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), the listing agreements entered into by the Company with BSE Limited (‘Stock Exchange’) on which the Equity Shares having face value of Rupees 10/- each of the Company (‘Equity Shares’) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the members of the Company (‘Members’) be and is hereby accorded to the Board to create, issue, offer and allot up to 1,00,000 Equity Shares of Rupees 10/- each, on a preferential basis (“Preferential Issue”), to the Promoters and Promoter Group of the Company (“Proposed Allottees”) as stated herein below, at an issue price of ₹ 50 (Rupees Fifty Each including premium of ₹ 40 each), as may be determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard:

Sr. No.	Name of Proposed Allottee(s)	Category of Allottee	No. of Shares proposed to be allotted
1.	Mr. Vikas Goel	Promoter	40000
2.	Mr. Vikas Gupta	Promoter	40000
3.	Mr. Mudit Goyal	Promoter Group	20000

RESOLVED FURTHER THAT, although the issue price is of ₹ 50 (Rupees Fifty Each including the premium of ₹ 40 per Equity Share), as may be determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, in such manner and in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price (inclusive of premium) for the Preferential Allotment of the Equity Shares is Friday, 27 August 2021, being the date 30 days prior to the deemed date of passing of resolution through Postal Ballot.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;



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- a) The full consideration in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.
- b) The Equity Shares to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company bearing ISIN:INE00EM01016 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution."

### Item No. 2:

**Migration of Listing / Trading of Equity Shares of the Company from SME Platform of BSE Limited to Main Board of BSE Limited as well as on Main Board of National Stock Exchange of India Limited:**

To consider and pass the following resolutions as **Special Resolutions**:

**Note: In accordance with Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, the below mentioned Resolutions shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.**

**"RESOLVED THAT** pursuant to Regulation 277 and other relevant provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, and subject to the applicable Laws and by-laws and rules and regulations of BSE Limited, National Stock Exchange of India Limited and subject to the approval of other statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for



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Migration of Listing / Trading of Equity Shares of the Company having a face value of Rupees 10.00 per Equity Share (which are currently listed on SME Platform) of BSE Limited to the main Board of BSE Limited as well as on Main Board of National Stock Exchange of India Limited and upon Migration, the said Equity Shares be got listed and traded on the Capital Segment (Main Board) of BSE Limited as well as on Main Board of National Stock Exchange of India Limited, from the date of Migration / getting listed and admitted to deal on Main Board of BSE Limited as well as on Main Board of National Stock Exchange of India Limited.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the connection and to form any committee if it think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution.”

By order of the Board of Directors,  
Megastar Foods Limited  
Sd/-

Vikas Goel  
Chairman and Managing Director  
DIN: 05122585

**Place:** Chandigarh

**Date:** 23 August 2021

### 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 are 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, August 20, 2021 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, 20 August 2021.
4. On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid self-addressed business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
  - (a) In case shares are held in physical mode, please provide 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 cs@megastarfoods.com.
  - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@megastarfoods.com.



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- (c) Alternatively shareholder/members may send a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) for procuring user id and password for e-voting by providing above mentioned documents.
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 Mr. Dhiraj Kheriwal, Company Secretary with respect to the voting by remote electronic means at: Email id: cs@megastarfoods.com or to CDSL at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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 remote e-voting during Saturday, 28 August 2021 (09:00 A.M.) and will end on Sunday, 26 September 2021 (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, 20 August 2021 ('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.
  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](http://www.megastarfoods.com) and e-voting website viz. [www.evotingindia.com](http://www.evotingindia.com) and at the corporate announcement sections of the websites of the BSE Limited on which the equity shares of the Company are listed.
  12. The Board of Directors have appointed CS Kanwaljit Singh Thanewal, Company Secretary in Practice (COP No. 5870) 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 Sunday, 26 September 2021, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special resolutions, had received assenting to the Resolution. The result of the voting will be declared on or before Tuesday, 28 September 2021 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website [www.megastarfoods.com](http://www.megastarfoods.com) and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.
  14. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
  15. 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.

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### INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

- (i) The voting period begins on Saturday, 28 August 2021 (09:00 A.M.) and ends on Sunday, 26 September 2021 (05:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 20 August 2021 of Friday, 20 August 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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),</li> </ol>



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	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 or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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 022- 23058738 and 22-23058542-43.
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

- (v) Login method for e-Voting and joining virtual meetings 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](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,



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- 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"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
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"><li>• 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.</li></ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Megastar Foods Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.

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- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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](mailto: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/RTA email id.
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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or contact at 022- 23058738 and 022-23058542/43.

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 - 400013 or send an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or call on 022-23058542/43.



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### EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)

#### Item No. 1:

#### Issue of Equity Shares to Promoters and Promoter Group of the Company on a preferential basis: SPECIAL RESOLUTION

In terms of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreements entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rupees 10/- each of the Company ('Equity Shares') are listed, approval of shareholders of the Company by way of special resolution is required for allotment of Equity Shares on preferential basis to the Promoters and Promoter Group of the Company ("Proposed Allotees").

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allotees are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.

The Proposed Allotees have represented and declared to the Company that neither themselves nor any person belonging to promoters' group have sold any equity Shares of the Company during the 6 (six) months preceding the relevant date.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (ICDR) Regulations), necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

#### A. Particulars of the offer/Maximum number of Specified Securities including date of passing of Board resolution:

To create, issue, offer and allot up to 1,00,000 Equity Shares of Rupees 10/- each, on a preferential basis ("Preferential Issue"), to the Promoters and Promoters Group of the Company ("Proposed Allotees") at an issue price of ₹ 50 (Rupees Fifty Each including the premium of ₹ 40 per Equity Share), as may be determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

The Board of Directors has approved aforementioned Preferential Issue in their meeting held on August 23, 2021.



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### **B. Kinds of securities offered and the price at which security is being offered:**

Equity Shares of Rupees 10/- each, on a preferential basis (“Preferential Issue”), to the Promoters and Promoter Group of the Company (“Proposed Allottees”) at an issue price of ₹ 50 (Rupees Fifty Each including the premium of ₹ 40 per Equity Share), as may be determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

### **C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer:**

In terms of second proviso to the sub rule 1 of rule 13 of Companies (Share Capital and Debentures) Rules, 2014, the price of shares to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer. However, the issue price is of ₹ 50 (Rupees Fifty Each including the premium of ₹ 40 per Equity Share), will be determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price, in such manner as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

Further, since the valuation report is not required, the details of name and address of valuer who performed valuation is not applicable.

### **D. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The allotment is proposed to be made for cash.

### **E. The price or price band at/within which the allotment is proposed:**

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of ₹ 50 (Rupees Fifty Each including the premium of ₹ 40 per Equity Share), as may be determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

### **F. The Objects of the issue through preferential offer:**

The proceeds of the preferential offer are proposed to be used to meet increased working capital requirements and the General Corporate purpose, as the Board from time to time decide.

### **G. The total number of Equity Shares to be issued:**

The total number of Equity Shares proposed to be issued is 1,00,000 Equity Shares of face value of Rupees 10/- each at an issue price of ₹ 50 (Rupees Fifty Each including the premium of ₹ 40 per Equity Share), as may be determined as on the relevant date in accordance with the SEBI (ICDR) Regulations or such other higher price as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard.

### **H. The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer:**

Mr. Vikas Goel, Mr. Vikas Gupta and Mr. Mudit Goyal being Promoters/ Promoter Group/Directors/ Key Managerial Personnel are intending to subscribe full offer. The details of their subscription are provided in the resolution itself.

### **I. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the Promoters/ Promoter Group/Directors/ Key Managerial Personnel of the Company.

### **J. Shareholding Pattern of the Company before and after the Preferential Issue:**



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The shareholding pattern before and after the Preferential Issue offer would be as under:

Category of Shareholder	Pre Issue <sup>(1)</sup>		Post Issue <sup>(2 to 4)</sup>	
	No. of Equity Shares	%	No. of Equity Shares	%
<b>A. Promoter &amp; Promoter Group</b>				
1. Indian				
Individuals/ Hindu Undivided Family	6741700	68.07%	6841700	68.39%
Bodies Corporate	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>6741700</b>	<b>68.07%</b>	<b>6841700</b>	<b>68.39%</b>
2. Foreign	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>6741700</b>	<b>68.07%</b>	<b>6841700</b>	<b>68.39%</b>
<b>B. Non-promoters' holding (Public shareholding)</b>				
1. Institutions	-	-	-	-
<b>Sub-Total (B) (1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
2. Central Government/State Government(s)/President of India	-	-	-	-
<b>Sub-Total (B) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
3. Non-institutions				
a) Individuals -				
i. Individual shareholders holding nominal share capital up to Rupees 2 lakh.	483010	4.88%	483010	4.83%
ii. Individual shareholders holding nominal share	2370000	23.93%	2370000	23.69%

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Category of Shareholder	Pre Issue <sup>(1)</sup>		Post Issue <sup>(2 to 4)</sup>	
	No. of Equity Shares	%	No. of Equity Shares	%
capital in excess of Rupees 2 lakh.				
b) NBFCs registered with RBI	-	-	-	-
c) Non-Resident Indian	22000	0.22%	22000	0.22%
d) Hindu Undivided Families	24000	0.24%	24000	0.24%
e) Any Other (Specify)				
i. Bodies Corporate	246000	2.48%	246000	2.46%
ii. Clearing Members	16990	0.17%	16990	0.17%
<b>Sub-Total (B) (3)</b>	<b>3162000</b>	<b>31.93%</b>	<b>3162000</b>	<b>31.61%</b>
<b>Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>3162000</b>	<b>31.93%</b>	<b>3162000</b>	<b>31.61%</b>
C. Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
<b>Sub Total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>9903700</b>	<b>100.00%</b>	<b>10003700</b>	<b>100.00%</b>

## Note:

- 1) The Pre Issue Shareholding Patterns is as on Friday, 20 August 2021.
- 2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.
- 3) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 4) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

## K. The time within which the preferential issue shall be completed:

As required under SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the



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Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

- L. Details of Proposed Allotees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:-

Name of Proposed Allotees	Category	PAN	Ultimate Beneficial Owner	Post Issue Shareholding	
				No. of Shares	%
Mr. Vikas Goel	Individual-(Promoter)	AATPG9478K	Self - Mr. Vikas Goel	2532660	25.32%
Mr. Vikas Gupta	Individual-(Promoter)	ABTPG0907A	Self - Mr. Vikas Gupta	2179900	21.79%
Mr. Mudit Goyal	Individual - (Promoter Group)	BIQPG3072H	Self- Mr. Mudit Goyal	201500	2.01%

None of the Proposed Allotees have been allotted any securities of the Company during the financial year 2020-21.

- M. Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the issue of equity shares on preferential basis.

- N. Relevant Date:

The relevant date for the purpose of pricing of Equity Shares shall be Friday, 27 August 2021, being the date which is 30 (thirty) days prior to the deemed date of passing of special resolution by the Members of the Company through postal ballot, approving the proposed preferential issue, in accordance with the SEBI (ICDR) Regulations.

- O. Pricing of the preferential issue:

In terms of Regulation 164(1) of SEBI (ICDR) Regulations, the equity shares of the Company have been listed on a recognised stock exchange for a period of twenty six weeks or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognised stock exchange during the two weeks preceding the relevant date.

The relevant date for the purpose of pricing of Equity Shares shall be Friday, 27 August 2021. The Equity shares will be allotted at a price equal to or higher than the price calculated in the aforesaid manner.



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The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulations.

### **P. Undertaking regarding re-computation of price:**

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI (ICDR) Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

### **Q. Auditors' Certificate:**

The Company has obtained the Certificate from M/s. Avnish Sharma & Associates, Chartered Accountants, (FRN: 009398N) being Statutory Auditors of the Company, certifying that the issue is being made in accordance with the requirements of Chapter V of the SEBI (ICDR) Regulations. A copy of said Certificate will be made available for inspection of the Members at the website of the Company - [www.megastarfoods.com](http://www.megastarfoods.com)

### **R. Lock in Period:**

The lock in of Equity Shares shall be in adherence with Regulation 167 of SEBI (ICDR), Regulation, 2018. The Equity Shares allotted on preferential basis to promoters and promoter group shall be locked-in for a period of three years from date of trading approval granted for the equity shares. However, not more than twenty percent of the total capital of the Company shall be locked in for three years from the date of trading approval. The equity shares allotted in excess of the twenty per cent shall be locked in for one year from the date of trading approval. The minimum promoters' contribution shall not be put under fresh lock-in again, even though it is considered for computing the requirement of twenty per cent. of the total capital of the issuer, in case the said minimum promoters' contribution is free of lock-in at the time of the preferential issue.

Further, entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of trading approval.

### **S. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any allotment on preferential basis during the financial year 2020-21.

### **T. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter:**

The Company, its Promoters/Promoter Group and its Directors are not willful defaulters.

As it is proposed to issue and allot the equity shares aforesaid on preferential basis, approval of shareholders is required by way of special resolution pursuant to provisions of Sections 42 and 62 of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and Chapter V of the SEBI (ICDR) Regulations.

The Board of Directors recommends the passing of this resolution by Special Resolution.

Except Mr. Vikas Goel, Mr. Vikas Gupta and Mr. Mudit Goyal, being Directors, Promoters and key managerial personnel and their intentions to subscribe the offer and along with their relative to the extent of their equity holdings in the company, none of other Directors, Key Managerial Personnel (KMPs) of the Company or any relatives of such Director(s) or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution.

### **Item No. 2:**

**Migration of Listing / Trading of Equity Shares of the Company from SME Platform of BSE Limited to Main Board of BSE Limited as well as on Main Board of National Stock Exchange of India Limited:**

### **SPECIAL RESOLUTION**



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**Note: In accordance with Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, the Resolutions in Item No. 1 of this Notice shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.**

The Equity Shares of the Company are listed and traded on SME platform of BSE Limited ("BSE") w.e.f. May 24, 2018. The Company raised an amount of Rupees 804.00Lakh (Rupees Eight Crore Four Lakh only) by issue of 26,80,000 Equity Shares of Rupees 10.00 each at a premium of Rupees 20.00 per Equity Share which has been deployed and fully utilized for the objects of the Issue.

The Company has been performing consistently and has increased its business operations year by year. The listing of Equity Shares of the Company enhanced transparency in the functioning and the Company has been benefitted. Over the period, the Company gained a good experience of compliances, Board procedures, Corporate governance practices on account of SME listing and the Company is geared up for moving on to the main board of BSE Limited as well as on Main Board of National Stock Exchange of India Limited.

In terms of present rules/regulations, the Equity Shares which are presently listed & traded on SME Platform of BSE can be migrated to Main Board of BSE and NSE Limited after an initial period of 2 years from the date of listing as per the guidelines specified and the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

At present, Your Company has been listed and traded on the SME Platform of BSE Limited (Listed on May 24, 2018) for more than two years and as the paid-up capital is of Rupees 9,90,37,000 constituting 99,03,700 Equity Shares of face value Rupees 10 each. **(However the same will be increased to Rupees 10,00,37,000 constituting 1,00,03,700 Equity Shares of face value Rupees 10 each if the proposed resolution no:1 will approved by the shareholders.)** Then after, Your Company is well poised and eligible to make an application to BSE and NSE Limited for listing of 1,00,03,700 Equity Shares of face value of Rupees 10 each on Main Board of BSE Limited as well as on Main Board of National Stock Exchange of India Limited as per the guidelines specified by SEBI under Chapter IX of SEBI ICDR Regulations, 2018 and criteria laid down by BSE and NSE for Migration and subject to all applicable provisions of SEBI (Listing Obligations & Disclosures Requirements), Regulations, 2015, applicable guidelines/circulars/notifications issued by the BSE and NSE, approvals of Statutory/Regulatory Authorities, if any and subject to approval of Shareholders by way of Special Resolution.

The proposed listing of Equity Shares of the Company on Main Board of BSE and NSE will not only act as a catalyst in the growth and expansion of the Company apart from taking company to a different league altogether with enhanced recognition and will also result in participation of a larger pool of potential investors thereby help to increase the liquidity of Shares of our Company.

The members are, therefore, requested to accord their approval for Migration of Listing/ Trading of Equity Shares of the company from SME platform of BSE to Main Board of BSE and NSE as set out in the resolution.

The Listing of the Equity Shares on the Main Board of BSE and NSE would need to be approved by the Shareholders of the Company by passing a special resolution through Postal Ballot. Further, as per Regulation 277 of SEBI (ICDR), the resolution shall be passed by requisite majority i.e. shareholders other than promoters in favour of the proposal shall amount to at least two times the number of Votes cast by shareholders other than promoter shareholders against the proposal.

The Company would approach BSE and NSE with necessary application for Migration upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including public Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company on the Main Board of BSE and NSE.

The Board recommends the matter and the resolution for the approval of the Members by way of passing Special Resolutions.

## MEGASTAR FOODS LIMITED

**CIN:** L15311CH2011PLC033393

**Reg off:** Plot No. 807, Industrial Area, Phase-II Chandigarh-160 102

**Works:** Village Solkhian, Near Haveli Resorts, District Rupnagar, 140 108

**Telephone:** +91 1881 240401; **Website:** www.megastarfoods.com ; **E-mail:** cs@megastarfoods.com



None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings held by them in the Company.

By order of the Board of Directors,  
Megastar Foods Limited

Sd/-

Vikas Goel

Chairman and Managing Director

DIN: 05122585

Place: Chandigarh

Date: 23 August 2021