

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



To,

Date: 29.09.2020

**The Manager-Listing,
Bombay Stock exchange Limited,
Phiroz Jeejeebhoy Towers,
25th Floor, Dalal street,
Mumbai- 400001**

Ref: Scrip Code no. 541352

Dear Sir/Madam,

Sub: Disclosure of Voting Results of the E-voting, as per the requirements of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is with reference to our earlier communication regarding the Annual General Meeting (AGM) of the Company. Please note that, in accordance with the circulars of Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 9th AGM of the Company was held on 28th September, 2020 through Video Conference (VC)/ Other Audio Video Means (OAVM).

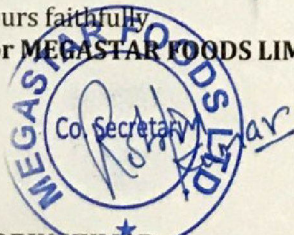
As per the requirements of the Companies Act, 2013, Listing Regulations and the relevant Circulars issued by the Ministry of Corporate Affairs, the Company had provided remote e-voting facility to its Shareholders for voting on the businesses transacted at the AGM. The Company had appointed Mr. Kanwaljit Singh, Practising Company Secretary as the Scrutiniser for remote e-voting and e-voting at the AGM. As per the Scrutiniser's Report, all Resolutions as set out in the Notice of 9th AGM have been duly approved by the Shareholders with requisite majority. The Scrutiniser's Report is enclosed as **Annexure 1**.

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the consolidated outcome of voting held through remote e-voting and e-voting during the 9th AGM of the Company.

You are requested to kindly take above information on your records

Thanking you,

Yours faithfully,
For MEGASTAR FOODS LIMITED



ROBIN KUMAR
Company Secretary & Compliance Officer

Annexure- 1

GENERAL INFORMATION ABOUT THE COMPANY	
Company Name	Megastar Foods Limited
Scrip Code	541352
ISIN	INE00EM01016
Type of the Meeting	AGM
Date of AGM	28th September, 2020
Total number of shareholders on record date/ Cut-off date	135 members
Start Time of the Meeting	11:00 A.M.
End Time of the Meeting	11:30 A.M.

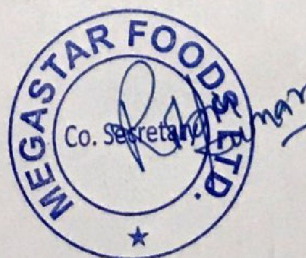
SCRUTINIZER DETAILS	
Name	Kanwaljit Singh
Qualification	Company Secretary
Membership Number	5901
Date of Board Meeting in which appointed	28th August, 2020
Date of Issuance of Report to the Company	29th September, 2020

VOTING RESULTS	
Record Date/ Cut-off date	21st September, 2020
Total number of shareholders on Record date / Cut-off date	135 members
Number of Shareholders present in the Meeting either in person or through proxy <ul style="list-style-type: none"> ▪ Promoters and Promoter Group ▪ Public 	<p style="text-align: center;">NA NA</p>
Number of Shareholders attended the Meeting through Video Conferencing <ul style="list-style-type: none"> ▪ Promoters and Promoters Group ▪ Public 	<p style="text-align: center;">7 7</p>
Number of resolutions passed in the meeting	5



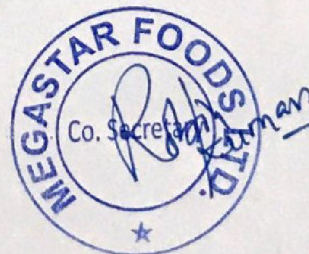
RESOLUTION (1)								
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				NO				
Description of resolution considered				To consider, approve and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting	6741700	6741700	100	6741700	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total		6741700	6741700	100	6741700	0	100
Public Institutions	E- Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public - Non Institutions	E- Voting	3162000	954000	30.1708	954000	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total		3162000	954000	30.1708	954000	0	100
		9903700	7695700	77.7053	7695700	0	100	0
Whether resolution is Pass or Not								Yes
Disclosure of notes on resolution								

DETAILS OF INVALID VOTES	
CATEGORY	No. OF VOTES
Promoter and Promoter Group	--
Public Institutions	--
Public — Non Institutions	--



RESOLUTION (2)								
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				NO				
Description of resolution considered				To appoint director in place of Mr. Vikas Geol (DIN: 05122585) who retires by rotation and being eligible, offers himself for re-appointment as a Director.				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting	6741700	6741700	100	6741700	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total		6741700	6741700	100	6741700	0	100
Public Institutions	E- Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public - Non Institutions	E- Voting	3162000	954000	30.1708	954000	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total		3162000	954000	30.1708	954000	0	100
Total		9903700	7695700	77.7053	7695700	0	100	0
Whether resolution is Pass or Not								Yes
Disclosure of notes on resolution								

DETAILS OF INVALID VOTES	
CATEGORY	No. OF VOTES
Promoter and Promoter Group	--
Public Institutions	--
Public — Non Institutions	--



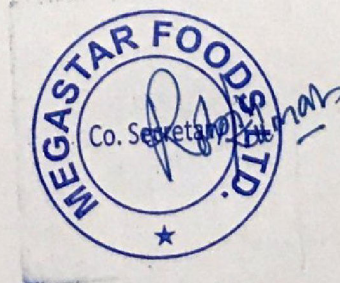
RESOLUTION (3)								
Resolution required: (Ordinary/ Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				YES				
Description of resolution considered				To consider and approve the Payment of remuneration to Mr. Vikas Goel (DIN: 05122585), Chairman and Managing Director.				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting	6741700	6741700	100	6741700	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total	6741700	6741700	100	6741700	0	100	0
Public Institutions	E- Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Non Institutions	E- Voting	3162000	954000	30.1708	954000	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total	3162000	954000	30.1708	954000	0	100	0
Total		9903700	7695700	77.7053	7695700	0	100	0
Whether resolution is Pass or Not								Yes
Disclosure of notes on resolution								

DETAILS OF INVALID VOTES	
CATEGORY	No. OF VOTES
Promoter and Promoter Group	--
Public Institutions	--
Public — Non Institutions	--



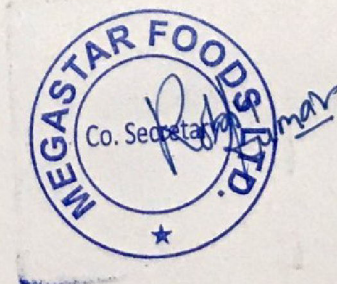
RESOLUTION (4)								
Resolution required: (Ordinary/ Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				YES				
Description of resolution considered				To consider and approve the Payment of remuneration to Mr. Vikas Gupta (DIN: 05123386), Whole Time Director.				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting	6741700	6741700	100	6741700	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total	6741700	6741700	100	6741700	0	100	0
Public Institutions	E- Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Non Institutions	E- Voting	3162000	954000	30.1708	954000	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total	3162000	954000	30.1708	954000	0	100	0
Total		9903700	7695700	77.7053	7695700	0	100	0
Whether resolution is Pass or Not								Yes
Disclosure of notes on resolution								

DETAILS OF INVALID VOTES	
CATEGORY	No. OF VOTES
Promoter and Promoter Group	--
Public Institutions	--
Public -- Non Institutions	--



RESOLUTION (5)								
Resolution required: (Ordinary/ Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				YES				
Description of resolution considered				To consider and approve the Payment of remuneration to Mr. Mudit Goyal (DIN: 08099543), Whole Time Director.				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting	6741700	6741700	100	6741700	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total		6741700	6741700	100	6741700	0	100
Public Institutions	E- Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal ballot (if applicable)		Nil	Nil	Nil	Nil	Nil	Nil
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public - Non Institutions	E- Voting	3162000	954000	30.1708	954000	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total		3162000	954000	30.1708	954000	0	100
Total		9903700	7695700	77.7053	7695700	0	100	0
Whether resolution is Pass or Not								Yes
Disclosure of notes on resolution								

DETAILS OF INVALID VOTES	
CATEGORY	No. OF VOTES
Promoter and Promoter Group	--
Public Institutions	--
Public — Non Institutions	--



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

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S.C.O. 64-65, 1st Floor,
Sector 17-A, Madhya Marg.
Chandigarh - 160 017
Ph.: 0172-2701906
Mobile : +91-99153 43212
E-mail : kanwalcs@gmail.com

Consolidated Report of Scrutinizer

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

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

9th Annual General Meeting of the Equity Shareholders of Megastar Foods Limited held on Monday, the 28th September, 2020 at 11.00 A.M. at through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Dear Sir,

1. I, Kanwaljit Singh, Practicing Company Secretary, at SCO 64-65, 1st Floor, Sector 17 A, Madhya Marg, Chandigarh, was appointed as Scrutinizer by the Board of Directors of Megastar Foods Limited (the Company) for the purpose of scrutinizing the remote e-voting and e-voting during the meeting process pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the below mentioned resolutions proposed at the 9th Annual General Meeting (AGM) of the Equity Shareholders of Megastar Foods Limited held on 28th September, 2020 at 11.00 A.M through Video Conferencing (VC) or Other Audio Visual Means (OAVM).
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through remote e-voting and e-voting during the meeting on the resolutions proposed in the Notice of the 9th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through remote e-voting and e-voting during the meeting are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depositories Services (India) Limited (CDSL).



3. The Company had arranged the services of CDSL for extending the facility of remote e-voting to the Members of the Company from 25th September, 2020 (from 9.00 A.M.) to 27th September, 2020 (upto 5.00 P.M.). The e-voting results were unblocked by me on 28th September, 2020 in the presence of two witnesses.
4. During the 9th AGM of the Company held on 28th September, 2020, the Chairman announced the facility of E-voting during the meeting for the members who have not cast their vote previously through remote e-voting and are attending the Meeting through video conferencing.

The consolidated results of voting are as under:

ORDINARY BUSINESS:

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

To consider, approve and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	20	7695700	20	7695700	0	0	0	0
% to total valid votes				100%				

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

To appoint director in place of Mr. Vikas Geol (DIN: 05122585) who retires by rotation and being eligible, offers himself for re-appointment as a Director

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes	No. of Members	No. of shares/Votes
Detail of voting	20	7695700	20	7695700	0	0	0	0
% to total valid votes				100%				



SPECIAL BUSINESS:**(3) As a Special Resolution-Item no. 3**

To consider and approve the Payment of remuneration to Mr. Vikas Goel (DIN: 05122585),
Chairman and Managing Director.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes
Detail of voting	20	7695700	20	7695700	0	0	0	0
% to total valid votes				100%				

(4) As a Special Resolution-Item no. 4

To consider and approve the Payment of remuneration to Mr. Vikas Gupta (DIN: 05123386),
Whole Time Director.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes
Detail of voting	20	7695700	20	7695700	0	0	0	0
% to total valid votes				100%				

(5) As a Special Resolution-Item no. 5

To consider and approve the Payment of remuneration to Mr. Mudit Goyal (DIN: 08099543),
Whole Time Director.

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/V otes
Detail of voting	20	7695700	20	7695700	0	0	0	0
% to total valid votes				100%				

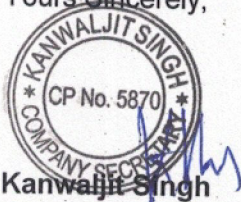


Based on the above details of votes cast, the Chairman may declare the result.

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

Thanking you,

Yours Sincerely,



Kanwaljit Singh
Company Secretary in Practice
CP No. 5870
FCS No. 5901
Date: 29.09.2020
Place : Chandigarh
UDIN: F005901B000806131

Note: This report is based on the votes casted in through remote E-Voting and Poll. The applicability of the provisions of Section 188 and rules made thereunder regarding the non-voting by the interested parties on the resolutions covered in the Notice, if any, have not been taken into account while compiling this report. The management may declare the result after taking into consideration the applicability of provisions of Section 188.