

MEGASTAR FOODS LTD.

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



Dated: 29-09-2023

The General Manager Department of Corporate Services BSE Limited Floor 25, Phiroze jeejeebhoy Towers Dalal Street, Mumbai -400 001 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.
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Sub: Scrutinizer's Report with respect to 12th Annual General Meeting (AGM) of Megastar Foods Limited.

Dear Sir,

In terms of the Regulation 44(3) of the Securities and Exchange Board of India (Listing obligation and Disclosure Requirement) Regulations, 2015 (The Listing Regulation), we submit herewith the details regarding the e-voting Results (i.e. Remote e-voting and e-voting during the AGM) of 12th Annual General Meeting (AGM) of the company held on 27th September, 2023 (Wednesday) at 11:00 AM through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") along with Report of the Scrutinizer. Further, we also inform that all the resolutions as set out in notice convening the said AGM have been passed by Members with the requisite majority.

You are requested to take the same on your record and disseminate the same on your website.

Thanking You,

For Megastar Foods Limited

Digitally signed
by SAPNA
Date: 2023.09.29
12:05:18 +05'30'

Sapna
Company Secretary & Compliance Officer
A-60232

MEGASTAR FOODS LIMITED	
VOTING RESULTS OF 12TH ANNUAL GENERAL MEETING	
Record Date/ Cut-off date	20 September 2023
Total number of shareholders on Record date / Cut-off date	9443
Number of Shareholders present in the Meeting either in person or through proxy <ul style="list-style-type: none"> ▪ Promoters and Promoter Group ▪ Public 	NA 7
Number of Shareholders attended the Meeting through Video Conferencing <ul style="list-style-type: none"> ▪ Promoters and Promoters Group ▪ Public 	03 22
Number of resolutions passed in the meeting	3

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 31 March 2023 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	6841700	6841700	100.00	6841700	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total		6841700	6841700	100.00	6841700	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	1353662	42.81	1353662	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total		3162000	1353662	42.81	1353662	0	100.00
		10003700	8195362	81.92	8195362	0	100.00	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	7977

RESOLUTION (2)								
Resolution required: (Ordinary/ Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Vikas Goel (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	6841700	6841700	100	6841700	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total		6841700	6841700	100	6841700	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	1353662	42.81	1353662	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total		3162000	1353662	42.81	1353662	0	100
		10003700	8195362	81.92	8195362	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	7977

RESOLUTION (3)								
Resolution required: (Ordinary/ Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					NO			
Description of resolution considered					To appoint statutory auditor & fix their remuneration.			
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	6841700	6841700	100.00	6841700	0	100	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total		6841700	6841700	100.00	6841700	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	1353662	42.81	1353662	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal ballot (if applicable)		--	--	--	--	--	--
	Total		3162000	1353662	42.81	1353662	0	100.00
		10003700	8195362	81.92	8195362	0	100.00	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	7977

AJAY K. ARORA
LL.B., FCS, IP

GST : 04ADSPA8498H1Z3

A. ARORA & CO.

Company Secretaries
&
Insolvency Professional

S.C.O. 64-65, 1ST FLOOR,
SECTOR 17-A, MADHYA MARG,
CHANDIGARH-160 017
Ph.: (O) 2701906
MOBILE : 98140-06492
E-MAIL : ajaykcs@gmail.com

Consolidated Report of Scrutinizer

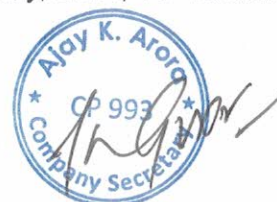
[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Megastar Foods Limited
Plot No. 807, Industrial Area,
Phase-II, Chandigarh – 160102.

12th Annual General Meeting of the Equity Shareholders of Megastar Foods Limited held on Wednesday, the 27th September, 2023 at 11.00 A.M. conducted through Video Conferencing / Other Audio Visual Means.

Dear Sir,

1. I, Ajay Kumar Arora, Practicing Company Secretary, at S.C.O. 64-65, 1stFloor, 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 e-voting process (remote e-voting) and e-voting during AGM 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 12th Annual General Meeting (AGM) of the Equity Shareholders of Megastar Foods Limited held on 27th September, 2023 at 11.00 A.M. conducted through Video Conferencing / Other Audio Visual Means ("VC").
2. The notice dated 12th August, 2023, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed at the 12th AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the MCA Circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 13th January, 2021, 14th December,



2021, 5th May, 2022, and 28th December, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular dated 12th May, 2020, 15th January, 2021, 13th May, 2022 and 5th January, 2023.

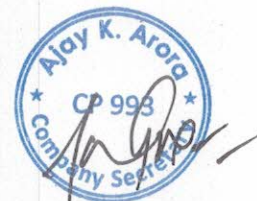
3. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and e-voting during the Annual General Meeting on the resolutions proposed in the Notice of the 12th Annual General Meeting of the Company is 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 Depository Services (India) Limited (CDSL).
4. The Company had arranged the services of CDSL from 24th September, 2023 (from 9.00 A.M.) to 26th September, 2023 (upto 5.00 P.M.). The voting rights were reckoned as on 20th September, 2023 being the Cut-off date for the purpose of deciding the entitlements of members at the remotee-voting.
5. During the 12th AGM of the Company held on 27th September, 2023, it was informed that the facility of E-voting is available 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.
6. The results of remote e-voting and e-voting during the AGM were unblocked by me on 27th September, 2023 in the presence of two witnesses who are not in the employment of the Company.
7. The e-voting cast by the institutional / body corporate shareholders who have not provided the related scanned copy of the relevant Board Resolution / Authority Letter, wherever applicable, to the Scrutinizer for exercising their votes have been considered as invalid.

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 31st March, 2023 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	43	8195362	43	8195362	-	-	1	7977
% to total valid votes				100%				

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

To appoint Director in place of Mr. Vikas Goel (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	43	8195362	43	8195362	-	-	1	7977
% to total valid votes				100%				

(3) As an Ordinary Resolution-Item no. 3

To appoint Statutory Auditors and fix their remuneration.

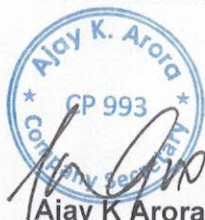

Particulars	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/Votes
Detail of voting	43	8195362	43	8195362	-	-	1	7977
% to total valid votes				100%				

8. Based on the votes cast in favour / against on the aforesaid resolutions by remote e-voting and e-voting during the AGM, all 3 (Three) resolutions were passed with requisite majority.



9. I hereby confirm that the electronic data, registers and all other relevant records related to remote e-voting and e-voting during the AGM 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,



Ajay K Arora
Company Secretary in Practice
CP No. 993
FCS No. 2191
Date: 28.09.2023
Place: Chandigarh
UDIN: F002191E001116581
Peer Review Cer No.:2120/2022