

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: 16.09.2019



**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 the AGM notice dated August 23, 2019 seeking approval of the Members of the Company for Resolutions mentioned in the above said AGM Notice.

As per the Scrutinizer's Report dated September 16, 2019, the resolutions mentioned in the said AGM Notice have been passed by the Members of the Company with requisite majority.

Please find enclosed herewith following documents:

- I. Details of voting result in the format specified in Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 — **Annexure- 1**
- II. Report of the Scrutinizer.

This is for your kind information and records.

Thanking you,

Yours faithfully,
For MEGASTAR FOODS LIMITED


Co. Secretary

ROBIN KUMAR
Company Secretary & Compliance Officer



Certified by: _____



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 | 16th September,2019 |
| Total number of shareholders on record date | 100 |
| Start Time of the Meeting | 11:00 a.m. |
| End Time of the Meeting | 12:30 p.m. |

| SCRUTINIZER DETAILS | |
|---|---------------------------------------|
| Name | Kanwaljit Singh Thanewal |
| Qualification | Company Secretary |
| Membership Number | 5901 |
| Date of Board Meeting in which appointed | 09th August, 2019 |
| Date of Issuance of Report to the Company | 16th September,2019 |

| VOTING RESULTS | |
|---|---------------------|
| Record Date | NA |
| Total number of shareholders on Record date | 100 |
| Number of Shareholders present in the Meeting either in person or through proxy | 12 |
| ▪ Promoters and Promoter Group | 7 |
| ▪ Public | 5 |
| Number of Shareholders attended the Meeting through Video Conferencing | Not Arranged |
| ▪ Promoters and Promoters Group | |
| ▪ Public | |
| 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 audited financial statements of the Company for the financial year ended March 31, 2019 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 | 1198000 | 37.8874 | 1198000 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal ballot (if applicable) | | -- | -- | -- | -- | -- | -- |
| | Total | | 3162000 | 1198000 | 37.8874 | 1198000 | 0 | 100 |
| | | 9903700 | 7939700 | 80.169 | 7939700 | 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. Mudit Goyal (DIN: 08099543) 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 | 1198000 | 37.8874 | 1198000 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal ballot (if applicable) | | -- | -- | -- | -- | -- | -- |
| | Total | | 3162000 | 1198000 | 37.8874 | 1198000 | 0 | 100 |
| Total | | 9903700 | 7939700 | 80.169 | 7939700 | 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) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | NO | | | | |
| Description of resolution considered | | | | To Re- Appoint M/s Avnish Sharma & Associates as Statutory Auditors of the Company | | | | |
| 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 | 1198000 | 37.8874 | 1198000 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal ballot (if applicable) | | -- | -- | -- | -- | -- | -- |
| | Total | | 3162000 | 1198000 | 37.8874 | 1198000 | 0 | 100 |
| Total | | 9903700 | 7939700 | 80.169 | 7939700 | 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 | -- |



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.

8th Annual General Meeting of the Equity Shareholders of Megastar Foods Limited held on Monday, the 16th September, 2019 at 11.00 A.M. at Megastar Foods Limited, Plot No. 807, Industrial Area, Phase-II, Chandigarh - 160102.

Dear Sir,

1. I, Kanwaljit Singh, Practicing Company Secretary, at S.C.O. 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 e-voting process (remote e-voting) and voting by use of ballot at the meeting 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 8th Annual General Meeting (AGM) of the Equity Shareholders of Megastar Foods Limited held on 16th September, 2019 at 11.00 A.M. at Megastar Foods Limited, Plot No. 807, Industrial Area, Phase-II, Chandigarh – 160102.
2. 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 voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 8th 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 electronic means and by use of ballot at 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) and the report for voting by use of ballots at the meeting.



3. The Company had arranged the services of CDSL for extending the facility of remote e-voting to the Members of the Company from 13th September, 2019 (from 9.00 A.M.) to 15th September, 2019 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 16th September, 2019 in the presence of two witnesses.
4. At the 8th AGM of the Company held on 16th September, 2019, the Chairman announced a Poll through Ballot to facilitate the Members present in the Meeting who has not exercised remote e-voting facility earlier, for exercising their right through the Ballot available at AGM venue. No votes were cast through ballot at the Annual general Meeting.

The consolidated results of voting are as under:

ORDINARY BUSINESS:

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

To receive, consider and adopt the financial statements of the company for the financial year ended 31st March, 2019 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 | 18 | 7939700 | 18 | 7939700 | Nil | Nil | Nil | Nil |
| % to total valid votes | | | | 100% | | | | |

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

To appoint director in place of Mr. Mudit Goyal (DIN: 08099543) who retires by rotation and being eligible, offers himself for re-appointment.

| 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 | 18 | 7939700 | 18 | 7939700 | Nil | Nil | Nil | Nil |
| % to total valid votes | | | | 100% | | | | |



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

To Re- Appoint M/s Avnish Sharma and Associates as Statutory Auditors of the Company.

| 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 | 18 | 7939700 | 18 | 7939700 | Nil | Nil | Nil | Nil |
| % 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 poll 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. 5901
FCS No. 5870
Date: 16.09.2019
Place : Chandigarh