

MEGASTAR FOODS LIMITED

CIN: L15311CH2011PLC033393

Regd. Off: Plot No. 807, Industrial Area, Phase-II Chandigarh-160102

Telephone: +91 1881 240401;

Website: www.megastarfoods.com;

Email: cs@megastarfoods.com



Date: December 26, 2023

To,
The Manager,
Listing Department
BSE Limited
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001, Maharashtra

To,
The Manager-Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Mumbai - 400051

Dear Sir/Madam,

Sub: Results of E-Voting at the Extra-Ordinary General Meeting of the Company held on Saturday, December 23, 2023.

Ref: MEGASTAR FOODS LIMITED (MEGASTAR/541352/ INE00EM01016)

The details of E- voting results of the Extra-Ordinary General Meeting of the Company held on Saturday, December 23, 2023 at 11.19 A.M are enclosed in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

For and on behalf of,
For, **Megastar Foods Limited**

Vikas Goel
Chairman & Managing Director
DIN: 05122585

Place: Chandigarh
Encl:- A/a

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**Detailed Consolidated Results of remote e-voting and remote Electronic voting during EGM of
Megastar Foods Limited
(In SEBI Format)**

General information about company	
NSE Symbol	MEGASTAR
BSE Scrip code	541352
MSEI Symbol	-
ISIN	INE00EM01016
Name of the company	Megastar Foods Limited
Type of meeting	Extra-Ordinary General Meeting
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	23-12-2023
Start time of the meeting	11:19 A.M. (IST)
End time of the meeting	11:29 A.M. (IST)

Scrutinizer Details	
Name of the Scrutinizer	Mittal V Kothari
Firms Name	MITTAL V KOTHARI & ASSOCIATES
Qualification	CS
Membership Number	A46731
Date of Board Meeting in which appointed	30-11-2023
Date of Issuance of Report to the company	26-12-2023

Voting results	
Record date	15-12-2023
Total number of shareholders on record date	10671
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	NA
b) Public	NA
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	7
b) Public	29
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	NA

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Issue Equity Share On Preferential Basis				
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 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	36000	0.5262	36000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6841700	36000	0.5262	36000	0	100.0000
Public-Institutions	E-Voting	342881	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		342881	0	0.0000	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2819119	303583	10.7687	303583	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2819119	303583	10.7687	303583	0	100.0000
Total		10003700	339583	3.3946	339583	0	100.0000	0.0000
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Not Applicable		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

MITTAL V KOTHARI & ASSOCIATES

Company Secretaries

Consolidated Scrutinizers' Report On Remote E-Voting & Remote Electronic Voting during Extra Ordinary General Meeting (EOGM)

To,
The Chairman of Extra Ordinary General Meeting
Megastar Foods Limited
Plot No. 807, Industrial Area,
Phase-II Chandigarh-160102

Dear Sir,

Sub: Consolidated Scrutinizer Report on Remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 and Remote Electronic Voting during the Extra Ordinary General Meeting (EOGM) of Megastar Foods Limited, held on Saturday, December 23, 2023 at 11:19 A.M IST through two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') via ZOOM Platform.

I have been appointed as the Scrutinizer by the Board of Directors of the Megastar Foods Limited ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote E-Voting as well as remote electronic voting during the Extra Ordinary General Meeting of Megastar Foods Limited, held on Saturday, December 23, 2023 at 11:19 A.M. IST through two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') via ZOOM Platform, in respect of business set forth in the notice of Extra Ordinary General Meeting ("EOGM") of the Company, in a fair and transparent manner.

The Government of India, Ministry of Corporate Affairs has allowed conducting the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 prescribing the procedures and manner of conducting the Extra Ordinary General Meeting through VC/ OAVM. In terms of the said circulars, the Extra Ordinary General Meeting (EOGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the EOGM through VC/OAVM only.

The deemed venue of the proceedings of the Extra Ordinary General Meeting shall be the Registered Office of the Company i.e. the registered office of the company.

Responsibility of the Management of the Company

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to Remote E-Voting as well as remote electronic voting during the EOGM and holding of EOGM through VC or OAVM.

Responsibility of Scrutinizer

My responsibility, as a scrutinizer, is limited to ensure and scrutinize the voting done through remote e-voting and remote electronic voting by Shareholders present during the Extra Ordinary General Meeting through VC or OAVM in a fair and transparent manner and to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the e-voting system of Central Depository Services Limited ("CDSL" or "E-voting Agency").

As per the Notice of EOGM, below mentioned business (resolution) was proposed for the approval of Members through Remote E-voting and remote electronic voting by Shareholders present during the EOGM through VC or OAVM;

MITTAL V KOTHARI & ASSOCIATES

Company Secretaries

1. Special Resolution

To Issue Equity Share on Preferential Basis.

I hereby report as under;

1. On the basis of the register of members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on Friday, November 24, 2023 the Company completed dispatch of the Notice of the EOGM;
 - Through E-Mail on Friday, November 30, 2023 to the members whose E-Mail Id's are registered with company/depository participant;
 - Further, in light of the MCA Circulars referred herein above, for this EOGM, 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 by providing 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, by providing 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
 - c) Alternatively member may send an e-mail request to helpdesk.evoting@cdslindia.com for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
2. The Company has also placed the Notice of EOGM on the web site of the Company at www.megastarfoods.com; on web site of E-voting Agency at <https://www.evotingindia.com/noticeResults.jsp> on website of BSE at www.bseindia.com and on website of National Stock Exchange of India Limited at www.nseindia.com.
3. The Company has given the newspaper advertisement for date and time of commencement and end of remote e-voting, remote electronic voting during EOGM, Process of registration of emails, completion of dispatch of notice of EOGM in;
 - A. Financial Express (English Language) on Friday, December 01, 2023 &
 - B. Jansata (Hindi Language) on Friday, December 01, 2023.
4. The Company had availed facility offered by CDSL for conducting Remote E-Voting as well as remote electronic voting during the EOGM by the Shareholders.
5. The Shareholders holding Shares as on the "Cut off" date, i.e. Friday, December 15, 2023 were entitled to vote through Remote E-Voting as well as remote electronic voting during the EOGM on the business mentioned in the Notice of EOGM of the Company.
6. In terms of the aforesaid Notice, Remote E-Voting was opened for three days which was commenced 9:00 A.M. on Wednesday December 20, 2023 and ended on 5:00 P.M. on Friday, December 22, 2023 and members of the Company, holding Equity Shares of the Company as on Friday, December 15, 2023, were required to cast their votes electronically, conveying their assent or Dissent in respect of the Special business, as the case may be, through remote e-voting platform provided by CDSL.
7. The Remote E-Voting Platform was then after completed ("Blocked") in due time.
8. Since this EOGM was held pursuant to the MCA Circulars referred herein above through VC or OAVM, physical attendance of members had been dispensed with. Accordingly, in terms of the above referred MCA and SEBI circulars, the facility for appointment of proxies by the members were also dispense with.

MITTAL V KOTHARI & ASSOCIATES

Company Secretaries

9. Members attended the meeting through VC via ZOOM Platform had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.
10. During the EOGM, the Company had provided the facility of remote electronic voting to those Shareholders who were present at the Meeting and had not already voted through e-voting platform of CDSL and the said facility was available for voting till 15 minutes after closure of EOGM.
11. The EOGM was concluded on Saturday, December 23, 2023 at 11:29 A.M. After the conclusion of EOGM, the remote electronic voting was locked and finalized on Saturday, December 23, 2023 around at 11:34 A.M. IST and the report on voting done through electronic voting system during the EOGM in respect of business set forth in the notice of Extra Ordinary General Meeting ("EOGM") of the Company, was generated in my presence and the voting was diligently scrutinized.
12. The vote cast under remote e-voting facility was thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the cdsi e-voting system.
13. The consolidated results of Remote E-Voting as well as remote electronic voting during the EOGM in respect of resolution placed in the notice of EOGM is **annexed herewith**.
14. The Register, all other papers and relevant records relating to Remote E-Voting as well as remote electronic voting during the EOGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid EOGM and thereafter the same will be handed over to the Company Secretary of the Company.
15. The result of the voting by members through Remote E-Voting as well as remote electronic voting during the EOGM in respect of the above mentioned business may, accordingly, be declared by the Chairman or any other Authorized Person, as decided by the Board of Director of the Company and who has also countersigned this report.

For MITTAL V KOTHARI & ASSOCIATES
Company Secretaries
Peer Review Number:- 4577/2023

M. V. Kothari

Mittal V Kothari
Sole Proprietor

ACS No.: A46731 C P No.: 17202
UDIN: A046731E003039446

Place: Ahmedabad
Date: December 26, 2023



MITTAL V KOTHARI & ASSOCIATES

Company Secretaries

Declaration

I, the undersigned witnessed that the remote e-voting was unblocked and remote electronic voting and electronic voting reports were received from the CDSL in my presence on Saturday, December 23, 2023 around at 11:34 A.M. IST at the office of Mittal V Kothari, Practising Company Secretary, Proprietor of Mittal V Kothari & Associates the scrutinizer.



Witness 1:
Ms. Diksha Peswani



Witness 2:
Mr. Hitesh Nagdev

Countered by
For, Megastar Foods Limited


MG. DIRECTOR
Vikas Goel
Chairman of EOGM


MITTAL V KOTHARI & ASSOCIATES

Company Secretaries

Annexure

Detailed Consolidated Results of remote e-voting and remote Electronic voting during Extra Ordinary General Meeting of
Megastar Foods Limited
(In SEBI Format)

Resolution (1)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					To Issue Equity Share On Preferential Basis			
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 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	36000	0.5262	36000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6841700	36000	0.5262	36000	0	100.0000
Public-Institutions	E-Voting	342881	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		342881	0	0.0000	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2819119	303583	10.7687	303583	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		2819119	303583	10.7687	303583	0	100.0000
Total	10003700	339583	3.3946	339583	0	100.0000	0.0000	
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Not Applicable		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

MITTAL V KOTHARI & ASSOCIATES

Company Secretaries

Detailed Consolidated Results of remote e-voting and remote Electronic voting during Extra Ordinary General Meeting of
Megastar Foods Limited
(In Companies Act, 2013 Format)

Resolution 1:
Special Resolution
To Issue Equity Share on Preferential Basis

i. Voted in favour of the resolution:

Voting Description	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting at EOGM	1	615	0.18%
Remote E-voting	17	338968	99.82%
Total	18	339583	100.0000

ii. Voted against the resolution:

Voting Description	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting at EOGM	0	0	0.0000%
Remote E-voting	0	0	0.0000%
Total	0	0	0.0000%

iii. Invalid Votes:

Voting Description	Number of members present and voting (in person or by proxy)	Number of votes cast by them
Remote Voting at EOGM	0	0
Remote E-voting	0	0
Total	0	0