

MEGASTAR FOODS LIMITED

CIN: L15311CH2011PLC033393

Regd. Off: Plot No. 807, Industrial Area, Phase-II
Chandigarh-160002; **Telephone:** +91 172 2653807, 5005024

Works: Kurali-Ropar Road, Village Solkhian-140108

Distt. Rupnagar, Punjab

Telephone: +91 1881 240403-240406

Website: www.megastarfoods.com;

Email: cs@megastarfoods.com



Notice of 14th Annual General Meeting

Notice is hereby given that the 14th Annual General Meeting (A.G.M.) of the Members of Megastar Foods Limited will be held on **Wednesday, September 24, 2025 at 11.30 a.m. (IST)** through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), and the deemed venue for the AGM is Registered Office: Plot No. 807, Industrial Area, Phase-II, Chandigarh-160002 to transact the following businesses: -

ORDINARY BUSINESS: -

1. To consider, approve and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March 2025 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Mudit Goyal (DIN: 08099543) who retires by rotation and being eligible, offers himself for re-appointment as a director.

SPECIAL BUSINESS: -

3. **APPOINTMENT OF SECRETARIAL AUDITORS FOR A TERM OF FIVE CONSECUTIVE YEARS AND FIX THEIR REMUNERATION.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the recommendation of the Audit Committee and Board of Directors of the Company, Mr. Kanwaljit Singh Thanewal (ICSI Membership No.: FCS-5901 and CP No.: 5870), is appointed as Secretarial Auditor of the Company for the term of five consecutive years i.e. from the conclusion of forthcoming 14th Annual General Meeting ('AGM') of the Company till the conclusion of the 19th AGM to be held in the year 2030, at a remuneration to be determined by the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board).

FURTHER RESOLVED THAT approval of the members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports, which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board."

4. TO FIX THE REMUNERATION PAYABLE TO MR. VIKAS GOEL, CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass following resolution as Special Resolution: -

"RESOLVED THAT in furtherance of the Special Resolution passed by the Members of the Company in Annual General Meeting held on September 26, 2022, pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made under the Act and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or re-enactment thereof for the time being in force), subject to the Articles of Association of the Company and subject to such other approvals and compliances as per the applicable provisions of the Act and other applicable Statutes, as may be necessary, the approval of the Members of the Company be and is hereby accorded to fix the remuneration of Mr. Vikas Goel (DIN 05122585), Chairman cum Managing Director of the Company, for the remaining part of his existing tenure as Chairman cum Managing Director w.e.f. April 01, 2026, on the terms and conditions as set out in the Explanatory statement annexed to this Notice calling annual general meeting of the company.

RESOLVED FURTHER THAT the terms and structures of remuneration may be altered, varied and modified from time to time by the Board of Directors (hereinafter referred to as "the Board" including any committee/sub-committee of the Board) of the Company, as it may at its discretion deem fit so as not to exceed the limits as set out in the explanatory statement and limits as specified under the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" including any committee/sub-committee of the Board) of the Company be and are hereby authorised to take all necessary steps to give effect to the aforesaid resolution."

5. TO FIX THE REMUNERATION PAYABLE TO MR. VIKAS GUPTA, WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass following resolution as Special Resolution: -

"RESOLVED THAT in furtherance of the Special Resolution passed by the Members of the Company in Annual General Meeting held on September 26, 2022, pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made under the Act and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or re-enactment thereof for the time being in force), subject to the Articles of Association of the Company and subject to such other approvals and compliances as per the applicable provisions of the Act and other applicable Statutes, as may be necessary,

the approval of the Members of the Company be and is hereby accorded to fix the remuneration of Mr. Vikas Gupta (DIN 05123386), Whole-time Director of the Company, for the remaining part of his existing tenure as Whole-time Director w.e.f. April 01, 2026, on the terms and conditions as set out in the Explanatory statement annexed to this Notice calling annual general meeting of the company.

RESOLVED FURTHER THAT the terms and structures of remuneration may be altered, varied and modified from time to time by the Board of Directors (hereinafter referred to as “the Board” including any committee/sub-committee of the Board) of the Company, as it may at its discretion deem fit so as not to exceed the limits as set out in the explanatory statement and limits as specified under the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” including any committee/sub-committee of the Board) of the Company be and are hereby authorised to take all necessary steps to give effect to the aforesaid resolution.”

6. TO FIX THE REMUNERATION PAYABLE TO MR. MUDIT GOYAL, WHOLE-TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass following resolution as Special Resolution: -

“RESOLVED THAT in furtherance of the Special Resolution passed by the Members of the Company in Annual General Meeting held on September 26, 2022, pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Schedule V to the said Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable Rules made under the Act and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or re-enactment thereof for the time being in force), subject to the Articles of Association of the Company and subject to such other approvals and compliances as per the applicable provisions of the Act and other applicable Statutes, as may be necessary, the approval of the Members of the Company be and is hereby accorded to fix the remuneration of Mr. Mudit Goyal (DIN 08099543), Whole-time Director of the Company, for the remaining part of his existing tenure as Whole-time Director w.e.f. April 01, 2026, on the terms and conditions as set out in the Explanatory statement annexed to this Notice calling annual general meeting of the company.

RESOLVED FURTHER THAT the terms and structures of remuneration may be altered, varied and modified from time to time by the Board of Directors (hereinafter referred to as “the Board” including any committee/sub-committee of the Board) of the Company, as it may at its discretion deem fit so as not to exceed the limits as set out in the explanatory statement and limits as specified under the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” including any committee/sub-committee of the Board) of the Company be and are hereby authorised to take all necessary steps to give effect to the aforesaid resolution.”

Date: 06.08.2025
Place: Chandigarh

for and on behalf of
MEGASTAR FOODS LIMITED

Sd/-
VIKAS GOEL

Chairman & Managing Director
DIN: 05122585

Reg office: Plot No. 807, Industrial Area Phase-II,
Chandigarh -160002

NOTES:-

1. The Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed hereto. The Board of Directors have considered and decided to include the Item No. 3,4,5 and 6 given above as Special Business in the forthcoming Annual General Meeting ("AGM"), as it is unavoidable in nature.
2. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 10/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 (collectively referred to as "MCA Circulars") read with Securities and Exchange Board of India ("SEBI") circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 and (collectively referred to as "SEBI Circulars"), permitted the companies for holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. The procedure for participating in the meeting through VC / OAVM is explained hereunder in the Note.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, a Body Corporate is entitled to appoint authorised representative to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
4. Institutional / Corporate Members (i.e. other than individual / HUF, NRI etc.) are required to send a scanned copy (PDF / JPEG format) of its Board or governing body Resolution / Authorization etc. authorizing the representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Company at cs@megastarfoods.com with copy marked to ajaykcs@gmail.com and helpdesk.evoting@cdslindia.com
5. The information of the Director seeking re-appointment at the ensuing AGM is provided at Annexure-A to this Notice as prescribed under regulation 36(3) of the

Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Company's Registrar and Share Transfer Agent ("RTA") for its Share Registry Work (Physical and Electronic) are Skyline Financial Services Private Limited.
8. A person whose name is recorded in the Register of Members and in the List of Beneficial Owners maintained by the depositories as on Wednesday, September 17, 2025 ("**cut-off date**") shall be entitled to avail the facility of remote e-voting or voting at the time of AGM. Persons who are not members as on the cut-off date should treat this notice for information purpose only.

The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again.

The members whose names appear in the Register of Members and List of Beneficial Owners as on cut-off date are entitled to vote on Resolutions set forth in the Notice of AGM. Eligible members who have acquired shares after sending the Notice electronically and holding shares as on the cut-off date may approach the Company for seeking assistance for issuance of the User id and Password for exercising their right to vote by electronic means.

9. Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to the AGM mentioning their name, demat account number /folio number, e-mail id, mobile number and the brief description of their queries at cs@megastarfoods.com. These queries will be replied appropriately by the Company at the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@megastarfoods.com. These queries will be replied to by the company suitably by email.
10. Only those members who have registered themselves as a speaker, will be allowed to express their views/ask questions during the AGM.
11. Only those members, who are present in the AGM through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
12. In compliance with the MCA and SEBI Circulars for General Meetings, Notice of the AGM of the Company, inter alia, indicating the process and manner of e-voting and the Annual Report 2024-25 are being sent only through electronic mode to those Members whose e-mail address are registered with the Company / DP. Members may note that Notice has been uploaded on the website of the Company at <https://www.megastarfoods.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL i.e www.evotingindia.com
13. Members holding shares in dematerialized mode who have not registered / updated their email addresses are requested to register / update their email addresses with the relevant Depository Participants.
14. Members may also note that the Notice of the AGM and the Annual Report 2024-25 are uploaded and available on the website of the Company, the Stock Exchanges and CDSL at www.megastarfoods.com, and www.evotingindia.com respectively. The

copies of the documents will also be available for electronic inspection during normal business hours on working days, from the date of circulation of this Notice up to the date of AGM. For any communication, the members may also send requests to the Company's investor e-mail id at cs@megastarfoods.com.

15. Relevant documents referred to in the accompanying Notice shall be available for inspection by the Members through electronic mode, basis the request being sent on cs@megastarfoods.com.

E-Voting (voting through electronic means):

1. The businesses as set out in the Notice shall be transacted through electronic voting system. In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Standard 2 of the Secretarial Standard on General Meetings and in compliance with regulation 44 of the Listing Regulations and pursuant to the MCA and SEBI Circulars for General Meetings, the Company is pleased to offer the facility of voting through electronic means, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with CDSL to facilitate the members to cast their votes from a place other than venue of the AGM ("remote e-voting"). The facility for voting shall be made available at the AGM through electronic voting and the members attending the meeting who have not cast their vote by remote-voting shall be able to exercise their right during the AGM. The facility of casting votes by a member using remote e-voting as well as e-voting at the meeting on the date of the AGM will be provided by CDSL.

In terms of provisions of section 107 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
 - I. A person whose name is recorded in the Register of Members and in the List of Beneficial Owners maintained by the depositories as on Wednesday, September 17, 2025 ("**cut-off date**") shall be entitled to avail the facility of remote e-voting or voting at the time of AGM. Persons who are not members as on the cut-off date should treat this notice for information purpose only.

The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again.

The members whose names appear in the Register of Members and List of Beneficial Owners as on cut-off date are entitled to vote on Resolutions set forth in the Notice of AGM. Eligible members who have acquired shares after sending the Notice electronically and holding shares as on the cut-off date may

approach the Company for seeking assistance for issuance of the User id and Password for exercising their right to vote by electronic means.

II. Process for those members whose e-mail ids, mobile nos. are not registered with the Depositories:

- i. Members holding shares in demat mode-please update your e-mail id and mobile number with your respective DP.
- ii. Individual members holding shares in demat mode-please update your e-mail id and mobile number with your respective DP which is mandatory for e-voting and joining the AGM through VC / OAVM through Depository.

III. Instructions for members for remote e-voting, e-voting during AGM and joining the AGM through VC/OAVM are as under:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The remote e-voting period commences at **09.00 a.m. (IST) on Sunday, September 21, 2025 and ends at 05.00 p.m. (IST) on Tuesday, September 23, 2025**. During this period members of the Company, holding shares either in physical mode or in dematerialized mode, as on the cut-off date i.e. Wednesday, September 17, 2025, may cast their vote by remote e-voting. The remote 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 during the AGM.
- iii. Pursuant to SEBI Circular No. SEBI/HO/FD/CMD/CIR/P/2020/242 dated December 9, 2020, under regulation 44 of the Listing Regulations, listed companies are required to provide remote e-voting facility to its members in respect of all members' resolutions.

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

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/ DPs. 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In view of the aforesaid SEBI Circular dated December 9, 2020, individual members holding shares in demat mode are allowed to vote

through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility.

Pursuant to the aforesaid SEBI Circular dated December 9, 2020, login method for e-voting and joining virtual meetings for individual members holding shares in demat mode is given below: -

| Type of Members | Login Methods |
|---|---|
| Individual member holding shares in demat mode with CDSL | <ol style="list-style-type: none"> 1. Users who have opted for CDSL's 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon & My Easi New (Token) Tab. 2. After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service provider's website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-Voting link available www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail id as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual member holding shares in demat mode with NSDL | <ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 |

| | |
|--|---|
| | <p>have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), 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 and voting during the meeting.</p> <p>4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| Individual member (holding shares in demat mode) login through their Depository Participants (DPs) | <p>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 and voting during the meeting.</p> |

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 websites.

Helpdesk for individual members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

| Login Type | Helpdesk Numbers |
|---|--|
| Individual members 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 call at toll free no.:1800 21 09911. |
| Individual members 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: 022-4886 7000 and 022-2499 7000. |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v. Login method for e-voting and joining AGM through VC/OAVM for **members other than individual members holding shares in demat and physical mode** is as under:

1. The members should log on to the remote e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now Enter your User ID

- a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 digits Client ID,
 - c) Members 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 mode and had logged on to www.evotingindia.com and voted on an earlier 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 members holding shares in Demat and Physical mode other than individual members. |
|---|--|
| PAN | <p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank details or Date of Birth (DOB) (in dd/mm/yyyy format) as recorded in your demat account or in the company's records in order to login.</p> <ul style="list-style-type: none"> 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. |

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical mode will then directly reach the Company selection screen. However, members holding shares in demat mode 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 also to be used by the demat holders for voting on resolutions of any other Company in 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.
9. For Members holding shares in physical mode, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for MEGASTAR FOODS LIMITED on which you choose to vote.
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15. You can also take a print of the vote cast by clicking on “Click here to print” option on the voting page.
16. If demat account holder has forgotten the login password, they should enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
18. 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 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance Users would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 members are required to send the relevant Board Resolution/authority letter together with attested specimen signature of the duly authorised signatory, who are authorised to vote, to the Scrutinizer and to the Company, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the

facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

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 cs@megastarfoods.com and info@skylinerta.com .

For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)

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 or contact at toll free no. 1800 21 09911

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 or call toll free no. 1800 21 09911.

A member can opt for only one mode of voting i.e. either through remote e-voting or e-voting at the meeting. If a member cast votes by both modes, then voting done through remote e-voting shall prevail.

Mr. Ajay K. Arora (C.P. No. 993 and M. No. 2191), Company Secretary, Chandigarh, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.

During the 14th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the 14th AGM and announce the start of the casting of vote through the e-voting system. After the Members participating through VC/ OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the 14th AGM.

The Scrutinizer shall after the conclusion of e-voting at the 14th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and such Report shall then be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the 14th AGM, who shall then countersign and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.megastarfoods.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Stock Exchanges.

REQUEST TO THE MEMBERS: -

Members desiring any relevant information on the Audited Financial Statements or any matter to be placed at the AGM are requested to write to the Company at least 7 (seven) days in advance of the date of AGM through e-mail at cs@megastarfoods.com . The same will be replied by the Company suitably.

Date: 06.08.2025

Place: Chandigarh

for and on behalf of
MEGASTAR FOODS LIMITED

Sd/-

VIKAS GOEL

Chairman & Managing Director

DIN: 05122585

Add.: Plot No. 807, Industrial Area Phase-II,
Chandigarh -160002

Registered Office:

Plot No. 807, Industrial Area Phase -II,
Chandigarh -160002

CIN: L15311CH2011PLC033393

Ph.: +91 1881240401

E-mail: cs@megastarfoods.com

Website: <https://www.megastarfoods.com/>



Annexure A**ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 AND SS-2 SECRETARIAL STANDARDS ON GENERAL MEETINGS.**

| | | | |
|---|---|--|--|
| Name of Director | Mr. Vikas Goel | Mr. Vikas Gupta | Mr. Mudit Goyal |
| Director Identification Number (DIN) | 05122585 | 05123386 | 08099543 |
| Designation | Chairman cum Managing Director | Whole-time Director | Whole-time Director |
| Date of Appointment | 28/11/2011 | 28/11/2011 | 31/03/2018 |
| Age | 53 years | 49 years | 31 years |
| Brief Resume, Nature of expertise in Specific functional Areas | Mr. Goel has been in this industry for more than 34 years. With his hands on approach, Mr. Goel has directly oversees the operations of Megastar since its very inception. He is playing a vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. | Mr. Vikas Gupta holds a degree of Commerce and Inter passed certificate from ICAI. He has rich experience of more than 19 years in Wheat Flour industry. | Mr. Mudit Goyal aged 31 years, is the Whole-time Director of the Company. He holds a degree from Master of Business Administration (MBA) from Amity Global. He has joined the company in 2018 and looks after the marketing operations of the company. |
| Qualification | Metric | Bachelor of Commerce and Inter passed certificate from ICAI. | Master of Business Administration (MBA) |
| List of Directorship | Directorship:- Megapacific Ventures Private Limited | Directorship:- Megapacific Ventures Private Limited | Directorship:- Megapacific Ventures Private Limited |

| | | | |
|---|---|---|--|
| Listed Entities from which Director has resigned in Last 3 years | Nil | Nil | Nil |
| Committee Membership | Membership in:- <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Corporate Social Responsibility Committee • Finance and Investment Committee | Membership in:- <ul style="list-style-type: none"> • Finance and Investment Committee | Membership in:- <ul style="list-style-type: none"> • Finance and Investment Committee |
| No. of Board Meetings of Megastar Foods Limited attended during FY 2024-25 | 06 | 06 | 06 |
| Relationship with other Directors, Managers and Key Managerial Personnel | <p>Mr. Vikas Goel is the father of Mr. Mudit Goyal.</p> <p>Apart from this, he does not have any pecuniary relationship with the Company.</p> <p>Mr. Vikas Goel belongs to Promoter Category</p> | <p>Mr. Vikas Gupta does not have any pecuniary relationship with the Company.</p> <p>Mr. Vikas Gupta belongs to Promoter Category</p> | <p>Mr. Mudit Goyal is the son of Mr. Vikas Goel.</p> <p>Mr. Mudit Goyal does not have any pecuniary relationship with the Company.</p> <p>Mr. Mudit Goyal belongs to Promoter Group Category</p> |
| Shareholding in Megastar Foods Limited | 25,92,660 Equity shares | 22,19,900 Equity shares | 2,01,500 Equity shares |

Note: - No sitting fees and commission were paid to Mr. Vikas Goel, Mr. Vikas Gupta and Mr. Mudit Goyal during FY 2024-25.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the items of the Special Business

Item No. 3

SEBI vide its notification dated 12th December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31st December, 2024 (the Circular) have inter-alia prescribed the term of appointment/ re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per the amended Regulation 24A of the Listing Regulations, the Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company.

In accordance with the above, upon recommendation of the Audit Committee, the Board of Directors at its meeting held on 06.08.2025, approved and recommended to the Shareholders of the Company for their approval, the appointment of Mr. Kanwaljit Singh Thanewal (ICSI Membership No.: FCS-5901 and CP No.: 5870), as Secretarial Auditors of the Company at the ensuing 14th Annual General Meeting for a term of 5 (Five) consecutive Years i.e. from the conclusion of forthcoming 14th Annual General Meeting ('AGM') of the Company till the conclusion of the 19th AGM to be held in the year 2030 ('the term').

The Board of Directors also approved to avail or obtain from the Secretarial Auditor, such other services or certificates, or reports, which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws.

Mr. Kanwaljit Singh Thanewal have given his consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Companies Act, 2013 ('the Act') & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

Rationale for Appointment of Secretarial Auditor

The appointment of Mr. Kanwaljit Singh, Practising Company Secretary (Membership No. FCS 5901, CP No. 5870), is based on a comprehensive evaluation by the Audit Committee and the Board, considering the following factors:

- **Peer-Reviewed Expertise:** Mr. Kanwaljit Singh holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI), attesting to adherence to professional standards and continuous quality control.
- **Experience in Corporate Governance:** He brings with him substantial hands-on experience in secretarial audit, SEBI compliance, and Companies Act requirements, especially for listed and regulated entities.

- **Independence and Integrity:** The proposed auditor fulfills the independence criteria and has made necessary declarations regarding absence of disqualification under applicable laws and Listing Regulations.
- **Geographic and Operational Accessibility:** Based in Chandigarh, Mr. Kanwaljit Singh has demonstrated capacity to serve clients across regions while maintaining efficiency and timely reporting.

Other disclosures:

The Board, after taking into account the experience of Mr. Kanwaljit Singh Thanewal was of the opinion that they are qualified to be appointed as the Secretarial Auditors of the Company in accordance with the Listing Regulations. The Board accordingly recommended their appointment as the Secretarial Auditors for the term, as set out in the proposed resolution, to the members of the Company.

It is further proposed that the remuneration of Rs. 40,000/- plus applicable taxes and reimbursement of out-of-pocket expenses incurred during the course of the audit to be paid to the Secretarial Auditor, for the Financial Year ending 31st March, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of the Audit Committee.

None of the Directors, key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Basis the rationale provided above, the Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as an Ordinary Resolution.

Item No. 4

The present term of Mr. Vikas Goel (DIN 05122585), Chairman cum Managing Director of the Company is valid upto April 03, 2028 and in compliance with the requirements of Schedule V of the Companies Act, 2013, his remuneration was approved by the Shareholders for an initial period of 3 years of his tenure, i.e. until March 31, 2026.

In view of the continued vital role played by Mr. Vikas Goel as the Chairman and managing Director of the company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee has approved payment of remuneration to Mr. Vikas Goel for the remaining part of his existing tenure w.e.f. April 01, 2026, as per the details given hereunder

The Details of the Remuneration proposed to be payable to Mr. Vikas Goel are set out below:

| | |
|--|--|
| Salary | Rs. 8.00 Lakhs per month |
| Perquisites | |
| Car | One Car for use of Company's Business and permissible personal use |
| Leave and encashment of Leave | As per the policy of the Company |
| Contribution towards Provident Fund and Superannuation Fund | As per the policy of the Company |

| | |
|--|--|
| or Annuity Fund, National Pension Scheme | |
| Gratuity and/or contribution to the Gratuity Fund of Company | As per the policy of the Company |
| Other Allowances/benefits, perquisites | Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide. |
| Any other one time/periodic retirement allowances/benefits as may be decided by the Board at the time of retirement. | |

- Subject as aforesaid, the Managing Director shall be governed by such other rules as are applicable to the Senior Management of the Company from time to time.
- For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Vikas Goel, Chairman cum Managing Director will be considered as continuous service with the Company from the date of his joining.
- When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including perquisites as aforesaid will be paid to Mr. Vikas Goel in accordance with the applicable provisions of Schedule V of the Act.

In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on recommendation of Nomination and Remuneration Committee of the Company at its meeting held on 04.08.2025, the Board of Directors of the Company at its meeting held on 06.08.2025, have approved the payment of remuneration as detailed above, subject to such other approvals as may be necessary, as minimum remuneration to Mr. Vikas Goel in the absence or inadequacy of profits.

Information required under Section II of Part II of Schedule V to the Companies Act, 2013

The detailed information as per Section II of Part II of Schedule V is as follows: -

| | | | | |
|--|---|-------------------|-------------------|-------------------|
| I. General Information: | | | | |
| 1. Nature of Industry | Manufacturer of Wheat Flour | | | |
| 2. Date or expected date of commencement of commercial production | The Company is in operation since 2013 | | | |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable | | | |
| 4. Financial performance based on given indicators | Standalone Basis (in Lakhs) | | | |
| | Particulars | FY 2022-23 | FY 2023-24 | FY 2024-25 |
| | Total Income | 26799.00 | 25621.86 | 35036.25 |
| | Earnings before Interest, Depreciation and Tax and exceptional items (from Continued operation) | 2117.31 | 1468.05 | 2206.20 |

| | | | | |
|---|--|-------------------|-------------------|-------------------|
| | Profit from Continued Operations before Tax and exceptional items | 1296.69 | 802.41 | 523.48 |
| | Total Profit before Tax after exceptional items | 1296.69 | 802.41 | 523.48 |
| | Total Profit after Tax | 961.71 | 616.33 | 377.56 |
| | Total Comprehensive Income | 971.58 | 615.53 | 384.23 |
| | Consolidated Basis (in Lakhs) | | | |
| | Particulars | FY 2022-23 | FY 2023-24 | FY 2024-25 |
| | Total Income | 30440.19 | 27697.19 | 36124.58 |
| | Earnings before Interest, Depreciation and Tax and exceptional items (from Continued operation) | 2184.74 | 1507.97 | 2228.74 |
| | Profit from Continued Operations before Tax and exceptional items | 1362.56 | 821.65 | 525.83 |
| | Total Profit before Tax after exceptional items | 1362.56 | 821.65 | 525.83 |
| | Total Profit after Tax | 1008.20 | 632.25 | 379.27 |
| | Total Comprehensive Income | 1018.07 | 631.45 | 385.94 |
| 5. Foreign investments or collaborations, if any. | Nil | | | |
| II. Information about the Appointee | | | | |
| 6. Background details | <p>Mr. Goel has been in this industry for more than 34 years. With his hands on approach, Mr. Goel has directly oversees the operations of Megastar since its very inception.</p> <p>He is playing a vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company.</p> <p>Mr. Goel aged 53 years. He is playing a vital role in formulating business strategies and effective implementation of the same with Mr. Vikas Gupta and Mr. Mudit Goyal. He is responsible for the expansion and overall management of the business of our Company.</p> | | | |
| 7. Past Remuneration | 2022-23 | 2023-24 | 2024-25 | |
| | 66.82 Lakhs | 81.40 Lakhs | 93.40 Lakhs | |
| 8. Recognition or Awards | Nil | | | |
| 9. Job profile and its suitability | Mr. Vikas Goel as Chairman cum Managing Director is responsible for the expansion and overall management of the business of our Company. | | | |
| 10. Remuneration Proposed | As stated in Explanatory Statement | | | |
| 11. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | The remuneration as proposed of Mr. Vikas Goel is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the company | | | |
| 12. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | <p>Beside the remuneration proposed, Mr. Vikas Goel does not have any pecuniary relationship with the Company. Mr. Vikas Goel is the father of Mr. Mudit Goyal, Whole-time Director of the Company.</p> <p>Mr. Vikas Goel belongs to the Promoter Category.</p> <p>Mr. Vikas Goel, Chairman cum Managing Director and holds 25,92,660 equity shares in the share capital of the Company.</p> | | | |

| III. Other Information | |
|--|--|
| 1. Reasons of loss or inadequate profits | There are no losses in the company. The company has been achieving performance landmarks in terms of its operational and financial performance over the past several years. However, for the purpose of determining managerial remuneration as per section 198, the profits might seem inadequate. The Company is passing a Special Resolution pursuant to the proviso to sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, in anticipation that the profitability of the Company may be affected due to business environment during the period for which remuneration is payable to Mr. Vikas Goel. |
| 2. Steps taken or proposed to be taken for improvement | The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium manufacturer and powerful brands are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce the cost and improve the bottom line. |
| 3. Expected increase in productivity and profits in measurable terms | The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance. |
| IV. Disclosures | <ol style="list-style-type: none"> 1. Remuneration of Managerial Personnel: - Details of remuneration is fully mentioned in the Explanatory Statement as stated above. 2. Disclosures in the Board of Director's Report under the heading "Corporate Governance" included in Annual Report 2024-25: - The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of Annual Report of FY 2024-25 of the Company. |

Except for Mr. Vikas Goel and Mr. Mudit Goyal, none of the others directors and key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution set out in the Notice.

Basis the rationale provided above, the Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as Special Resolution.

Item No. 5

The present term of Mr. Vikas Gupta (DIN 05123386), Whole-time Director of the Company is valid upto April 03, 2028 and in compliance with the requirements of Schedule V of the Companies Act, 2013, his remuneration was approved by the Shareholders for an initial period of 3 years of his tenure i.e until March 31, 2026.

In view of the continued vital role played by Mr. Vikas Gupta as Whole-time Director of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee has approved payment of remuneration to Mr. Vikas Gupta for the remaining part of his existing tenure w.e.f April 01, 2026, as per the details given hereunder.

The Details of the Remuneration proposed to be payable to Mr. Vikas Gupta are set out below: -

| | |
|--|--|
| Salary | Rs. 8.00 Lakhs per month |
| Perquisites | |
| Car | One Car for use of Company's Business and permissible personal use |
| Leave and encashment of Leave | As per the policy of the Company |
| Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme | As per the policy of the Company |
| Gratuity and/or contribution to the Gratuity Fund of Company | As per the policy of the Company |
| Other Allowances/benefits, perquisites | Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide. |
| Any other one time/periodic retirement allowances/benefits as may be decided by the Board at the time of retirement. | |

- Subject as aforesaid, the Whole-time Director shall be governed by such other rules as are applicable to the Senior Management of the Company from time to time.
- For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Vikas Gupta, Whole-time Director will be considered as continuous service with the Company from the date of his joining.
- When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including perquisites as aforesaid will be paid to Mr. Vikas Gupta in accordance with the applicable provisions of Schedule V of the Act.

In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on recommendation of Nomination and Remuneration Committee of the Company at its meeting held on 04.08.2025, the Board of Directors of the Company at its meeting held on 06.08.2025 have approved the payment of remuneration as detailed above, subject to such other approvals as may be necessary, as minimum remuneration to Mr. Vikas Gupta in the absence or inadequacy of profits.

Information required under Section II of Part II of Schedule V to the Companies Act, 2013

The detailed information as per Section II of Part II of Schedule V is as follows: -

| | |
|--|--|
| V. General Information: | |
| 1. Nature of Industry | Manufacturer of Wheat Flour |
| 2. Date or expected date of commencement of commercial production | The Company is in operation since 2013 |
| 3. In case of new companies, expected date of commencement of activities | Not Applicable |

| | | | | |
|---|--|-------------|-------------|------------|
| as per project approved by financial institutions appearing in the prospectus | | | | |
| 4. Financial performance based on given indicators | Standalone Basis (in Lakhs) | | | |
| | Particulars | FY 2022-23 | FY 2023-24 | FY 2024-25 |
| | Total Income | 26799.00 | 25621.86 | 35036.25 |
| | Earnings before Interest, Depreciation and Tax and exceptional items (from Continued operation) | 2117.31 | 1468.05 | 2206.20 |
| | Profit from Continued Operations before Tax and exceptional items | 1296.69 | 802.41 | 523.48 |
| | Total Profit before Tax after exceptional items | 1296.69 | 802.41 | 523.48 |
| | Total Profit after Tax | 961.71 | 616.33 | 377.56 |
| | Total Comprehensive Income | 971.58 | 615.53 | 384.23 |
| | Consolidated Basis (in Lakhs) | | | |
| | Particulars | FY 2022-23 | FY 2023-24 | FY 2024-25 |
| | Total Income | 30440.19 | 27697.19 | 36124.58 |
| | Earnings before Interest, Depreciation and Tax and exceptional items (from Continued operation) | 2184.74 | 1507.97 | 2228.74 |
| | Profit from Continued Operations before Tax and exceptional items | 1362.56 | 821.65 | 525.83 |
| | Total Profit before Tax after exceptional items | 1362.56 | 821.65 | 525.83 |
| | Total Profit after Tax | 1008.20 | 632.25 | 379.27 |
| | Total Comprehensive Income | 1018.07 | 631.45 | 385.94 |
| 5. Foreign investments or collaborations, if any. | Nil | | | |
| VI. Information about the Appointee | | | | |
| 6. Background details | <p>Mr. Vikas Gupta has a profound experience of more than 19 years in Wheat Flour. Mr. Gupta has directly overseen the production , HR and administration as well as participates in business development since its very inception.</p> <p>He is responsible and authorized for ensuring that the processes needed for the management system are established, implemented and maintained.</p> <p>Mr. Gupta aged 49 years, he holds a degree of Bachelor of Commerce and Inter passed certificate from ICAI. He is playing a vital role in formulating business strategies and effective implementation of the same with Mr. Vikas Goel and Mr. Mudit Goyal</p> | | | |
| 7. Past Remuneration | 2022-23 | 2023-24 | 2024-25 | |
| | 66.82 Lakhs | 81.40 Lakhs | 93.40 Lakhs | |
| 8. Recognition or Awards | Nil | | | |
| 9. Job profile and its suitability | Mr. Vikas Gupta as Whole-time Director is responsible and authorized for ensuring that the processes needed for the management system are established, implemented and maintained. | | | |
| 10. Remuneration Proposed | As stated in Explanatory Statement | | | |
| 11. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant | The remuneration as proposed of Mr. Vikas Gupta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the company | | | |

| | |
|--|--|
| details would be with respect to the country of his origin) | |
| 12. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Beside the remuneration proposed, Mr. Vikas Gupta does not have any pecuniary relationship with the Company. Mr. Vikas Gupta belongs to the Promoter Category. Mr. Vikas Gupta, Wholetime Director and holds 22,19,900 equity shares in the share capital of the Company. |
| VII. Other Information | |
| 1. Reasons of loss or inadequate profits | The Company is passing a Special Resolution pursuant to the proviso to sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Vikas Gupta i.e till March 31, 2027. |
| 2. Steps taken or proposed to be taken for improvement | The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium manufacturer and powerful brands are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce the cost and improve the bottom line. |
| 3. Expected increase in productivity and profits in measurable terms | The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance. |
| VIII. Disclosures | <p>3. Remuneration of Managerial Personnel: - Details of remuneration is fully mentioned in the Explanatory Statement as stated above.</p> <p>4. Disclosures in the Board of Director's Report under the heading "Corporate Governance" included in Annual Report 2024-25: - The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of Annual Report of FY 2024-25 of the Company.</p> |

Except for Mr. Vikas Gupta, none of the others directors and key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution set out in the Notice.

Basis the rationale provided above, the Board of Directors of the Company recommends the resolution set out at Item No. 5 for approval of the Members as Special Resolution.

Item No. 6

The present term of Mr. Mudit Goyal (DIN 08099543), Whole-time Director of the Company is valid up to April 03, 2028 and in compliance with the requirements of Schedule V of the Companies Act, 2013, his remuneration was approved by the Shareholders for an initial period of 3 years of his tenure i.e. until March 31, 2026.

In view of the continued vital role played by Mr. Mudit Goyal as Whole-time Director of the company, the Board of Directors, based on the recommendation of the Nomination and

Remuneration Committee has approved payment of remuneration to Mr. Mudit Goyal for remaining part of his existing tenure w.e.f April 01, 2026 as per details given hereunder: -

The Details of the Remuneration proposed to be payable to Mr. Mudit Goyal are set out below:

| | |
|--|--|
| Salary | Rs. 8.00 Lakhs per month |
| Perquisites | |
| Car | One Car for use of Company's Business and permissible personal use |
| Leave and encashment of Leave | As per the policy of the Company |
| Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme | As per the policy of the Company |
| Gratuity and/or contribution to the Gratuity Fund of Company | As per the policy of the Company |
| Other Allowances/benefits, perquisites | Any other allowances, benefits and perquisites as per the rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide. |
| Any other one time/periodic retirement allowances/benefits as may be decided by the Board at the time of retirement. | |

- Subject as aforesaid, the Whole-time Director shall be governed by such other rules as are applicable to the Senior Management of the Company from time to time.
- For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Mudit Goyal, Whole-time Director will be considered as continuous service with the Company from the date of his joining.
- When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including perquisites as aforesaid will be paid to Mr. Mudit Goyal in accordance with the applicable provisions of Schedule V of the Act.

In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on recommendation of Nomination and Remuneration Committee of the Company at its meeting held on 04.08.2025, the Board of Directors of the Company at its meeting held on 06.08.2025 have approved the payment of remuneration as detailed above, subject to such other approvals as may be necessary, as minimum remuneration to Mr. Mudit Goyal in the absence or inadequacy of profits.

Information required under Section II of Part II of Schedule V to the Companies Act, 2013

The detailed information as per Section II of Part II of Schedule V is as follows: -

| | |
|---|--|
| IX. General Information: | |
| 1. Nature of Industry | Manufacturer of Wheat Flour |
| 2. Date or expected date of commencement of commercial production | The Company is in operation since 2013 |

| | | | | |
|---|---|-------------|-------------|------------|
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable | | | |
| 4. Financial performance based on given indicators | Standalone Basis (in Lakhs) | | | |
| | Particulars | FY 2022-23 | FY 2023-24 | FY 2024-25 |
| | Total Income | 26799.00 | 25621.86 | 35036.25 |
| | Earnings before Interest, Depreciation and Tax and exceptional items (from Continued operation) | 2117.31 | 1468.05 | 2206.20 |
| | Profit from Continued Operations before Tax and exceptional items | 1296.69 | 802.41 | 523.48 |
| | Total Profit before Tax after exceptional items | 1296.69 | 802.41 | 523.48 |
| | Total Profit after Tax | 961.71 | 616.33 | 377.56 |
| | Total Comprehensive Income | 971.58 | 615.53 | 384.23 |
| | Consolidated Basis (in Lakhs) | | | |
| | Particulars | FY 2022-23 | FY 2023-24 | FY 2024-25 |
| | Total Income | 30440.19 | 27697.19 | 36124.58 |
| | Earnings before Interest, Depreciation and Tax and exceptional items (from Continued operation) | 2184.74 | 1507.97 | 2228.74 |
| Profit from Continued Operations before Tax and exceptional items | 1362.56 | 821.65 | 525.83 | |
| Total Profit before Tax after exceptional items | 1362.56 | 821.65 | 525.83 | |
| Total Profit after Tax | 1008.20 | 632.25 | 379.27 | |
| Total Comprehensive Income | 1018.07 | 631.45 | 385.94 | |
| 5. Foreign investments or collaborations, if any. | Nil | | | |
| X. Information about the Appointee | | | | |
| 6. Background details | Mr. Mudit Goyal has an experience of more than 5 years in Wheat Flour and joined the Company in 2018. He looks after the marketing operations of the Company. Mr. Goyal aged 31 years; he holds a degree of Master of Business Administration (MBA) from Amity Global. He is playing a vital role in formulating business strategies and effective implementation of the same with Mr. Vikas Goel and Mr. Vikas Gupta. | | | |
| 7. Past Remuneration | 2022-23 | 2023-24 | 2024-25 | |
| | 35.15 Lakhs | 57.40 Lakhs | 78.40 Lakhs | |
| 8. Recognition or Awards | Nil | | | |
| 9. Job profile and its suitability | Mr. Mudit Goyal as Whole-time Director is responsible for the expansion and overall management of the business of our Company. | | | |
| 10. Remuneration Proposed | As stated in Explanatory Statement | | | |
| 11. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with | The remuneration as proposed of Mr. Vikas Gupta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the company | | | |

| | |
|--|--|
| respect to the country of his origin) | |
| 12. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Besides the remuneration proposed, Mr. Mudit Goyal does not have any pecuniary relationship with the Company. Mr. Mudit Goyal is the son of Mr. Vikas Goel, Chairman cum Managing Director of the Company. Mr. Mudit Goyal belongs to the Promoter Group Category. Mr. Mudit Goyal, Wholetime Director and holds 2,01,500 equity shares in the share capital of the Company. |
| XI. Other Information | |
| 1. Reasons of loss or inadequate profits | The Company is passing a Special Resolution pursuant to the proviso to sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Mudit Goyal i.e till March 31, 2027. |
| 2. Steps taken or proposed to be taken for improvement | The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium manufacturer and powerful brands are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce the cost and improve the bottom line. |
| 3. Expected increase in productivity and profits in measurable terms | The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance. |
| XII. Disclosures | <ol style="list-style-type: none"> 1. Remuneration of Managerial Personnel: - Details of remuneration is fully mentioned in the Explanatory Statement as stated above. 2. Disclosures in the Board of Director's Report under the heading "Corporate Governance" included in Annual Report 2024-25: - The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of Annual Report of FY 2024-25 of the Company. |

Except for Mr. Mudit Goyal and Mr. Vikas Goel, none of the others directors and key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution set out in the Notice.

Basis the rationale provided above, the Board of Directors of the Company recommends the resolution set out at Item No. 6 for approval of the Members as Special Resolution.