

**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](http://www.megastarfoods.com);**Email:** [cs@megastarfoods.com](mailto:cs@megastarfoods.com)**POSTAL BALLOT NOTICE****[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]****Dear Member(s),**

Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) (“the rules”) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India, other applicable laws and regulations and in terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circular no. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular no. 33/2020 dated 28th September 2020, General Circular no. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021, General Circular No. 20/2021 dated 8th December 2021, General Circular no. 02/2022 dated May 05, 2022, General Circular no. 03/2022 dated May 05, 2022, General Circular no. 10/2022 dated December 28, 2022, General Circular no. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated 25th September 2023 and latest one being General Circular No. 9/2024 dated 19th September 2024, (the “MCA Circulars”) issued by the Ministry of Corporate Affairs, Notice is hereby given that the resolutions appended to this notice are proposed to be passed by the members through remote electronic voting (remote e-voting).

This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, as provided in the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. In accordance with the provisions of the MCA circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, if your e-mail address is not registered, you are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Board of Directors of the Company proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolutions appended below. Proposed resolutions, along with explanatory statements pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration.

Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.

The remote e-voting facility shall commence from Wednesday, March 05, 2025 (09:00 A.M.) and will end on Thursday, April 03, 2025 (05:00 P.M.). Please refer to the instructions for casting votes by remote e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be

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carried out. Only members entitled to vote (Refer to Point 8 of the Notes attached with this notice) are entitled to vote through the remote e-voting facility provided by the Company through CDSL.

The Board of Directors of the company has appointed CS Ajay Arora (Membership No. 2191; CP No. 993), Proprietor of A. Arora & Co. Practising Company Secretaries as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

The scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e voting. The results of voting by means of remote e-voting will be announced within 2 working days from the conclusion of e-voting at the Registered Office of the Company and also by placing the same on the company's website [www.megastarfoods.com](http://www.megastarfoods.com) and communicated to stock exchanges, registrar and share transfer agent and e-voting agency.

**By order of the Board of Directors,  
Megastar Foods Limited**

**Place: Chandigarh****Date: 24.02.2025**

**Sd/-  
Vikas Goel  
Chairman cum Managing Director  
DIN: 05122585**

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**SPECIAL BUSINESS**

**ITEM NO 1: INCREASE IN LIMITS OF BORROWINGS UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013**

*To consider and if thought fit, pass with or without modification(s), the following as a Special resolution:*

**“RESOLVED THAT** subject to the provisions of Section 180 (1) (c) and other applicable provisions if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, and the Articles of Association of the Company and in supersession of all earlier resolutions passed in this regard, the consent of members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, to borrow money for and on behalf of Company from time to time as deemed by it to be requisite and proper for the business of Company, and that the moneys to be borrowed together with the moneys already borrowed by the Company, may exceed the aggregate of the paid up share capital, free reserve and securities premium of the Company as per the latest annual audited financial statements, however the aggregate amount so borrowed and outstanding at any point of time shall not exceed Rs. 1000 Crores (Rupees One Thousand Crores only), apart from temporary loans obtained from Company’s bankers in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board of Directors (including its committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things to execute all such documents, instruments and writings as may be required and to delegate all or any of the power herein conferred to any committee of directors or the Managing Director or any other Director or any other officer(s) of the Company to give effect to this Resolution.”

**ITEM NO. 2 INCREASE IN LIMITS FOR CREATING MORTGAGE /HYPOTHECATION /CHARGE ON ASSETS OF THE COMPANY UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013**

*To consider and if thought fit, pass with or without modification(s), the following as a Special resolution:*

**“RESOLVED THAT** subject to the provisions of Section 180 (1) (a) and other applicable provisions if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, and the Articles of Association of the Company and in supersession of all earlier resolutions passed in this regard, the consent of members of the company be and is hereby accorded to the Board of Directors (hereinafter referred to as Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, to create mortgage

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and/or charge on all or any of the movable and/or immovable assets of the Company, both present and future and/or whole or any part of the company in favour of lenders, agents, trustees to secure such sum or sums as they deem requisite but not exceeding Rs. 1000 Crores (Rupees One Thousand Crores only) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered/ to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or a Committee thereof be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writing/ papers/ agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to Creation of Charge on Movable and immovable properties of the Company, both present and future as aforesaid.”

**ITEM NO. 3 MATERIAL RELATED PARTY TRANSACTION(S) WITH GANESH FLOUR MILLS**

*To consider and if thought fit, pass with or without modification(s), the following as an Ordinary resolution:*

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), if any, read with relevant Rules, if any, as amended from time to time and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee of Directors, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing transaction(s) and/or carry out new transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, with Ganesh Flour Mills, ( Partnership Firm where Promoter is interested, Related party for the Company) on such terms and conditions as may be agreed between the Company and Ganesh Flour Mills, for an aggregate value not exceeding Rs. 50 crore for Purchase of goods or services, during the Financial Year 2025-26, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the Act and SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in ordinary course of business of the Company.

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**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to approve transactions and the terms and conditions with the related party as defined under the Act and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company, as it may deem fit, and to do all acts, deeds, matters and things and to take such steps as may be considered necessary, proper, expedient or incidental thereto as the Board may in its absolute discretion deem fit to give effect to the aforesaid resolution including to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to sign, finalise, settle and execute necessary documents, papers etc on an ongoing basis, without being required to seek any further consent or approvals of the members or otherwise to the end and intent that they shall be deemed has given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution

**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respect.”

**By order of the Board of Directors,  
Megastar Foods Limited**

**Place: Chandigarh  
Date: 24.02.2025**

**Sd/-  
Vikas Goel  
Chairman cum Managing Director  
DIN: 05122585**



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1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolutions is appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating remote e-voting.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, February 28, 2025 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, February 28, 2025.
4. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
5. The Shareholders are requested to note that in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
6. Any query/grievance may please be addressed to Ms. Deepali Chhabra, Company Secretary and Compliance Officer with respect to the voting by remote electronic means at: Email id: [cs@megastarfoods.com](mailto:cs@megastarfoods.com).
7. The members have to vote through remote e-voting platform only.
8. The Portal for remote E-voting will remain open for the Members for exercising their votes during Wednesday, March 05, 2025 (09:00 A.M.) and will end on Thursday, April 03, 2025 (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares as on Friday, February 28, 2025 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by CDSL after the last date and time.

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9. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
10. The Scrutinizer's decision on the validity of the voting shall be final.
11. A copy of the Postal Ballot Notice is also available on the website of the Company viz. [www.megastarfoods.com](http://www.megastarfoods.com) and at the corporate announcement sections of the websites of the National Stock Exchange of India Limited and BSE Limited on which the equity shares of the Company are listed.
12. The Board of Directors have appointed CS Ajay Arora (Membership No. 2191; CP No. 993) Proprietor of A. Arora & Co. Practising Company Secretaries as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
13. The Resolutions will be taken as passed effectively on Saturday, April 05, 2025, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special resolution, had received assenting to the Resolution. The result of the voting will be announced not later than 48 hours from the conclusion of e-voting at the Registered Office of the Company. The result of the voting will also be posted on the Company's website, i.e. at [www.megastarfoods.com](http://www.megastarfoods.com) and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.
14. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to [cs@megastarfoods.com](mailto:cs@megastarfoods.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
15. Resolutions approved by the members through Postal Ballot /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
16. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company.
17. The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 1, 2 and 3.

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**Telephone:** +91 1881 240403-240406**Website:** [www.megastarfoods.com](http://www.megastarfoods.com);**Email:** [cs@megastarfoods.com](mailto:cs@megastarfoods.com)**INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING**

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 shall commence on Wednesday, March 05, 2025 (09:00 A.M.) and will end on Thursday, April 03, 2025 (05:00 P.M.) (both days inclusive). During this period, Members of the Company holding shares as on the Cut-off date, i.e. Friday, February 28, 2025 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the 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 at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. 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/ Depository Participants. 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 terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 &amp; 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 providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>

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	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. .</p> <p>Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 have to enter your User ID (i.e. your sixteen digit demat account number hold 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.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<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.</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 website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

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Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
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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 Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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. Shareholders 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 form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>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.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in

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<b>OR</b> Date of Birth (DOB)	order to login. • 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.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form 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 to be also used by the demat holders for voting for resolutions of any other company on 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

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- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User 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 shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@megastarfoods.com](mailto:cs@megastarfoods.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. 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 Company/RTA email id.

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

3. 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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911



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**Telephone:** +91 1881 240403-240406**Website:** [www.megastarfoods.com](http://www.megastarfoods.com);**Email:** [cs@megastarfoods.com](mailto:cs@megastarfoods.com)**EXPLANATORY STATEMENT****(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)****ITEM NO. 1 & 2**

Pursuant to Section 180(1) (c) and 180 (1) (a) of the Companies Act 2013, the members of the Company vide Postal Ballot dated 16.05.2024, authorised the Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money (ies) on behalf of the Company and for creation of charge on any assets or undertaking of the Company as security in favour of lending agencies for a sum not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only).

In the year 2024, when the borrowing limits were increased to Rs. 500 Crores the revenue achieved was Rs. 254.05 Crores whereas in current financial year, revenue of the company is expected to cross Rs. 300 Crores which is a growth of around 20% based on our estimation we are targeting compounded growth in the next 3 to 4 years. Moreover, Megastar Foods Limited has to extend financial support its subsidiary company, for its business operations. Therefore, in order to meet the working capital requirements of the company and its subsidiary and to further fuel the expansion plans, it is proposed to seek the approval of the shareholders to exercise the borrowing limits upto an amount of Rs. 1000 Crores.

Accordingly, the Board of Directors of the Company proposes to increase the limits to borrow money and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting upto Rs. 1000 Crores (Rupees One Thousand Crores). The above limit is apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business.

It is therefore proposed to obtain fresh approval of members by Special Resolutions under Sections 180 (1) (a) and 180 (1)(c) of the Companies Act, 2013 to enable the Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money and to mortgage and/or create a charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company to secure its borrowings upto a sum not exceeding Rs. 1000 Crores (Rupees One Thousand Crores only), which may exceed the aggregate of the paid-up share capital, free reserves and security premium of the Company.

None of the Directors or the Key Managerial Personnel of the Company including their relatives is in any way concerned or interested in the resolutions.

The Board recommends the Special Resolutions set out as item no 1 & 2 of the Notice for approval of the Shareholders.

**ITEM NO. 3:**

Provisions of Section 188 of the Companies Act, 2013 ('the Act') read with Rules thereunder state that, any related party transaction in relation to sale, purchase or supply of goods or material, directly or through appointment of agent amounting to or exceeding 10% or more of the turnover of the Company as per the audited financial statement for the preceding financial year, shall not be entered

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into by the company except with the prior approval of the members by a resolution. The proviso to Regulation 23(l) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), states that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, and Regulation 23(4) of SEBI Listing Regulations mandates the requirement of prior approval of members of a listed entity, by means of an Ordinary resolution, for all material related party transactions and its subsequent material modification(s), even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

During the Financial Year 2025-26, the Company, proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate value of such transaction(s) are expected to cross the applicable materiality thresholds. Accordingly, as per the Act and SEBI Listing Regulations, approval of the Members is being sought for all such transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Board of Directors, at its meeting held on 24.02.2025, upon recommendation of the Audit Committee of the Company, at its meeting held on same day, had, subject to approval of members of the Company, approved an aggregate limit not exceeding Rs. 50 crores for transactions involving Purchase of goods or services for the Financial Year 2025-26, with Ganesh Flour Mills, a related party within the definition of Section 2(76) of the Act and 2(1) (zb) of the SEBI Listing Regulations

Ganesh Flour Mills has been a trusted and highly reliable vendor of the company over the last several years and the Business of the Company may be adversely affected if the transactions of the nature stated herein above are not carried on by the company or are restricted. It is in the interest of the Company therefore, to continue or engage in the said transactions as they contribute to business growth, competitiveness, and efficiency of the Company.

On the recommendation of Audit Committee, Board of Directors of the Company hereby recommend approval by Members for Related Party Transaction to be entered by Company upto Rs. 50 Crores for FY 2025- 26 with Ganesh Flour Mills.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 3.

Except as mentioned below, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 3 of the accompanying Notice. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and provisions of Regulation 23 of SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMDI/CIR/P/2021/662 dated November 22, 2021, the requisite information is given below:

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Sr. No.	Particulars	Details
<b>A.</b>	<b>A summary of information provided by the management to the Audit Committee</b>	
1.	Name of the Related Party and its relationship with the listed entity & Names of the Directors & KMPs who are related	Ganesh Flour Mills (Partnership Firm) (Mr. Pankaj Goyal & Mrs. Indira Rani are partners in Ganesh Flour Mills, both fall under the category of promoter group of the company.)  Mr. Pankaj Goyal is brother of Mr. Vikas Goel (Chairman & MD) Mrs. Indira Rani is mother of Mr. Vikas Goel (Chairman & MD)
2.	Type of transaction	Purchase of goods or services
3.	Material terms and particulars of the proposed Transaction	At Market Price and in Ordinary Course of Business
4.	Tenure of the proposed transaction	April 1, 2025 to March 31, 2026
5.	Value of the proposed transaction (not to exceed)	Upto Rs. 50 Crores
6.	Value of RPT as % (appx.) of Company's preceding audited annual turnover.	Proposed RPT- 50 Crores % of Audited Turnover as on March 31, 2024- 18.19%
7.	If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
8.	Justification as to why the RPTs are in the interest of the Company	Ganesh Flour Mills has been a trusted and highly reliable vendor of the company over the last several years and the Business of the Company may be adversely affected if the transactions of the nature stated herein above are not carried on by the company or are restricted. It is in the interest of the Company therefore, to continue or engage in the said transactions as they contribute to business growth, competitiveness, and efficiency of the Company These transactions will be on ordinary course of Business and on Arm's Length Price.
9.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable
10.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not Applicable
11.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.
12.	Justification for why the proposed transaction is in the interest of the listed entity	As above
13.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details	Not Applicable

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	specified under para 4(f) above;	
14.	statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
15.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not Applicable
16.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

**By order of the Board of Directors,  
Megastar Foods Limited**

**Place: Chandigarh****Date: 24.02.2025**

**Sd/-  
Vikas Goel  
Chairman cum Managing Director  
DIN: 05122585**