*KANWALJIT SINGH THANEWAL*
*B.Com, F.C.S. I.P.*

*GST: 04ADNPT2219E1ZO*
*COMPANY SECRETARY*
*&*
*INSOLVENCY PROFESSIONAL*
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**Secretarial compliance report of Megastar Foods Limited**
**for the year ended 31st March, 2026**

I, Kanwaljit Singh Thanewal, Practicing Company Secretary, have examined:

(a) all the documents and records made available to us and explanation provided by **Megastar Foods Limited** ("the listed entity" or "the Company"),
(b) the filings/ submissions made by the listed entity to the stock exchanges,
(c) website of the listed entity,
(d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended March 31, 2026 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- Not Applicable to the company during the review period.
c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not Applicable as there was no instance of Buy-Back during the review period.
e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: Not Applicable to the company during the review period.
f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021: Not applicable during the review period.

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g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
h) Other regulations as applicable

and circulars/ guidelines issued thereunder.

and based on the above examination, I hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---|---|---|---|---|---|---|---|---|---|---|
| NIL | | | | | | | | | | |

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observation/ remarks of the Practicing Company Secretary (PCS) in the previous reports | Observations made in the Secretarial Compliance Report for the year ended | Compliance requirements (Regulations/ circulars/ guidelines inclusion specific clause) | Details of violation/ Deviations and Actions taken/ penalty imposed, if any, on the listed entity | Remedial actions, if any, taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---|---|---|---|---|---|---|
| 1. | While the company procured the certificate in time, there was a delay of 2 days in submitting the same with the exchange. | 31.03.2025 | Regulation 24A of SEBI LODR Regulations | Delay of 2 days in submitting the Annual secretarial Compliance Report for the FY 2023-24 | The SOP Fine imposed by BSE has been duly paid. | The company has taken the necessary corrective action and there has been no violation thereafter. |
| 2. | While the company procured the certificate in time, there was a delay of 2 days in submitting the same with the exchange. | 31.03.2025 | Regulation 24A of SEBI LODR Regulations | Delay of 2 days in submitting the Annual secretarial Compliance Report for the FY 2023-24 | The SOP Fine imposed by NSE has been duly paid. | The company has taken the necessary corrective action and there has been no violation thereafter. |

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I. I hereby report that, during the Review Period the compliance Status of the listed entity with the following requirements:

| Sr. No. | Particulars | Compliance Status (Yes/ No/ N.A) | Observations/ Remarks by PCS |
|---|---|---|---|
| 1. | **Secretarial Standards:**<br><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI). | Yes | Nil |
| 2. | **Adoption and timely updation of the Policies:**<br><br>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities<br>• All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI. | Yes | Nil |
| 3. | **Maintenance and disclosures on Website:**<br><br>• The Listed entity is maintaining a functional website<br>• Timely dissemination of the documents/ information under a separate section on the website<br>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website. | Yes | Nil |
| 4. | **Disqualification of Director**:<br><br>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | Nil |
| 5. | **Details related to Subsidiaries of listed entities have been examined w.r.t.:**<br><br>a. Identification of material subsidiary companies;<br>b. Disclosure requirement of material as well as other subsidiaries | Yes | The company has no material subsidiaries. |
| 6. | **Preservation of Documents**:<br><br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | Nil |



| | | | |
|---|---|---|---|
| 7. | **Performance Evaluation:**<br><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | Yes | Nil |
| 8. | **Related Party Transactions:**<br><br>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;<br>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee. | Yes<br><br>N.A. | Nil<br><br>All related party transactions executed with prior approval of the Audit Committee. |
| 9. | **Disclosure of events or information:**<br><br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | Nil |
| 10. | **Prohibition of Insider Trading:**<br><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | Nil |
| 11. | **Actions taken by SEBI or Stock Exchange(s), if any:**<br><br>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)<br><br>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column. | Yes | Nil |



| | | | |
|---|---|---|---|
| 12. | **Resignation of Statutory Auditors from the listed entity or its material subsidiaries:**<br><br>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiaries has complied with paragraph 6.1 and 6.2 of section-D of Chapter V of the master Circular in compliance with the provisions of the LODR regulations by the listed entities. | N.A. | N.A. |
| 13. | **Additional Non-compliances, if any:**<br><br>No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc except as reported above. | Yes | Nil |

We further report that the provisions of SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/COR/P/2024/185 dated 31st December, 2024 with respect to disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46 (2) (za) of the LODR Regulations, were not applicable to the company during the review period.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Chandigarh
Date: 20.05.2026

UDIN: F005901H000414089



Kanwaljit Singh Thanewal
(Proprietor)
FCS No.: 5901
C P No.: 5870
Peer Review Cert No. 2139/2022