



NOTICE OF EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EIGHTH (8TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF MEGASTAR FOODS LIMITED WILL BE HELD AT 11.00 A.M ON MONDAY, SEPTEMBER 16, 2019 AT REGISTERED OFFICE AT MEGASTAR FOODS LIMITED, PLOT NO. 807, INDUSTRIAL AREA, PHASE-II CHANDIGARH 160102 TO TRANSACT THE FOLLOWING BUSINESS

AS ORDINARY BUSINESS:

1. To consider, approve and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To appoint director in place of Mr. Mudit Goyal (DIN: 08099543) who retires by rotation and being eligible, offers himself for re-appointment as a Director
3. To Re- Appoint M/s Avnish Sharma & Associates as Statutory Auditors of the Company
To consider and if thought fit, pass, with or without modification, the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, Section 141 and section 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment(s) or modification (s) thereto), and such other applicable provisions, if any, for the time being in force consent of the Members be and is hereby accorded to re- appoint M/s Avnish Sharma & Associates (Firm Registration No. 009398N) as Statutory Auditors of the Company for a term of 4 (Four) years from the Financial Year 2019-20 to Financial Year 2022-23, at a remuneration as may be mutually agreed to, between the Board of Directors and M/s Avnish Sharma & Associates, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.”

Date: 09.08.2019

Place: Chandigarh

**By order of the Board
For MEGASTAR FOODS LIMITED**

**Robin Kumar
(Company Secretary)**



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.
3. Corporate Members intending to send their authorized representative to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. Members, Proxies and Authorised representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
5. In terms of Section 152 of the Act, Mr. Mudit Goyal (DIN 08099543), Director, retires by rotation at the AGM and being eligible has offered himself for re-appointment. A brief resume of Mr. Mudit Goyal, nature of his expertise in specific functional areas, disclosure of his relationship between Directors, inter-se, names of Companies in which he holds the directorship and the membership of Committees of the board and his shareholding as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is given in the Explanatory Statement.
6. Copy of the Annual Report 2018-19 and the Notice of the 8th AGM of the Company, *inter alia*, indicating the process and manner of e-voting along with the Attendance Slip, Proxy Form and route map is being sent by electronic mode to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report 2018-19 and the Notice of the AGM are being sent by the permitted mode.
7. Members are informed that in case of joint holders attending the AGM, only such joint holder who is first in the order of names will be entitled to vote.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Company is providing facility for voting by electronic means and the business may be transacted through such voting.
11. Members may also note that the Notice of the 8th AGM along with Attendance Slip, Proxy Form, Route Map and the Annual Report for the Financial Year 2018-19 will also be available on the Company's website www.megastarfoods.com.
12. The route map showing directions to reach the venue of the AGM is enclosed to this Notice.
13. The physical copies of the AGM Notice and Annual Report for the Financial Year 2018-19 and document(s) referred to in the Explanatory statement to the Notice, will also be available at the Registered Office of the Company for inspection between 11.00 a.m. to 1.00 p.m. on any working day up to the date of AGM.
14. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form.



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16. Pursuant to Section 72 of Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. Shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank account details by every participant in securities market. Member(s) holding shares of the Company, either in electronic form or physical form are, therefore, requested to submit the PAN and provide Bank account details to their Depository Participants with whom they are maintaining their demat accounts (in case of shares in electronic form) and to the Company/RTA (in case of shares are in physical form).
18. Voting through electronic means
 - (i) In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting service. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited ("CDSL").
 - (ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM. A person, who is not a member as on the Cut-off Date, should treat this Notice for information purpose only.
 - (iii) The facility for voting through ballot or polling paper will be available at the venue of AGM and members attending the meeting who have not cast their vote by remote e-voting will be able to exercise their right at the meeting.
 - (iv) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - (v) Members can opt for only one mode of voting i.e. either by Ballot Form or remote e-voting. In case members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
 - (vi) The instructions for shareholders voting electronically are as under:
 - i. The remote e-voting period commences on 9.00 a.m. on Friday, September 13, 2019 and ends at 5.00 p.m. on Sunday, September 15, 2019. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Wednesday, July 17, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - ii. Members who have already voted prior to the meeting date would not be entitled to vote at the Meeting venue.
 - iii. The shareholders should log on to the e-voting website www.evotingindia.com.
 - iv. Click on Shareholders/Members
 - v. 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.
 - vi. Next enter the Image Verification as displayed and Click on Login.
 - vii. If you are holding shares in demat form 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.
 - viii. If you are a first time user follow the steps given below:



	For Members holding shares in Demat Form and Physical Form
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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank	<p>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 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 as mentioned in instruction

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant "Megastar Foods Limited" on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. 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.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 User would be able to link the account(s) for which they wish to vote on.



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- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xxi. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 1800225533.
- (vii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, September 09, 2019.
- (viii) Mr. Kanwaljit Singh Thanewal, Practicing Company Secretary (M. No. 5901 & C.P No. 5870), has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process and voting at Annual General Meeting in a fair and transparent manner.
- (ix) The Chairman of the Meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (x) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or in his absence to the Managing Director or Executive Director of the Company, within a period of not exceeding 48 hours from the conclusion of the Meeting ,who shall countersign the same and declare the result of the voting forthwith.
- (xi) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (www.megastarfoods.com) and on CDSL evoting website immediately after the declaration of result by the Chairman of the Meeting or a person authorized by him and the same shall be communicated to BSE Limited (BSE).
19. As per section 118(10) of the Companies Act, 2013, read with the Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India, "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members in connection with the meeting".



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

Pursuant to Section 102 of the Act, the following explanatory statement sets out all material facts relating to Item No. 3 of the Notice

ITEM No.: 3 In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, M/s Avnish Sharma & Associates (Firm Registration No. 009398N) was appointed for Financial Year 2014-15 to 2018-19 as statutory auditors of the Company and board recommend their re-appointment for further term of 4 years from Financial Year 2019-20 to 2022-23 for approval of Members, at a remuneration as may be mutually agreed to, between the Board of Directors and M/s Avnish Sharma & Associates, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them.

PARTICULARS	DETAILS
Name of the Firm	M/s Avnish Sharma & Associates
FRN No.	009398N
Address	House No. 49, Sushila Villa, Sector 7, Panchkula
Proposed fees payable	4,20,000 P.A.
terms of appointment	Re-appointment for 4 years from Financial Year 2019-20 to 2022-23
Basis of recommendation	Tenure of 5 year from Financial Year 2014-15 to 2018-19 had expired. Also M/s Avnish Sharma & Associates is having an experience of 25 plus years in the field of Audit, their association with the Company provides fairness and credibility of accounting records and provided suggestion for the company's improvement which will help the company from risk and improves the company's performance and assures the management that their duties in statutory performed perfectly.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in anyway, concerned or interested, financially or otherwise, in the aforesaid Resolution set out at Item No. 3 of this Notice.



ATTENDANCE SLIP

CIN: L15311CH2011PLC033393

Name of the Company: Megastar Foods Limited

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

Tel: 01881-240401 ♦ **Website:** www.megastarfoods.com

Name of the Member: _____

Registered Address: _____

Regd. Folio/ DP ID & Client ID: _____

No. of Shares: _____

I/We certify that I am/we are, member(s)/proxy/authorized representative for the Member, of the Company.

I/ WE HEREBY RECORD MY/ OUR PRESENCE AT THE 8TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, SEPTEMBER 16, 2019 AT 11.00 A.M. AT REGISTERED OFFICE AT MEGASTAR FOODS LIMITED, PLOT NO. 807, INDUSTRIAL AREA, PHASE-II CHANDIGARH 160102

Name of the Shareholder (In Block Letters): _____

Name of the Proxy (In Block Letters): _____

Signature of Member/ Proxy

EVSN (Electronic Voting Sequence Number)	User ID	Password
190814007		

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial period ended on 31.03.2019 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.



MEGASTAR FOODS LIMITED

Form No. MGT-11**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN	:	L15311CH2011PLC033393
Name of the Company	:	Megastar Foods Limited
Registered Office	:	Plot No. 807, Industrial Area ,Phase II ,Chandigarh - 160102 Tel. No. : 01881-240401 E-mail ID : cs@megastarfoods.com Website: www.megastarfoods.com
Name of the Member(s)	:	
Registered Address	:	
E-mail Id	:	
Folio No. / Client Id	:	
DP ID	:	

I/We, being the member(s) of _____ Shares of Megastar Foods Ltd., hereby appoint

1.	Name	
	Address	
	E-mail Id	
	Signature	
or failing him/her		
2.	Name	
	Address	
	E-mail Id	
	Signature	
or failing him/her		
3.	Name	
	Address	
	E-mail Id	
	Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8TH Annual General Meeting of the Company to be held on 16th September, 2019 at 11:00 a.m. AT REGISTERED OFFICE AT MEGASTAR FOODS LIMITED, PLOT NO. 807, INDUSTRIAL AREA, PHASE-II CHANDIGARH CH 160102 IN and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	Optional	
		For	Against
Ordinary Business:			
1.	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.		
2.	To appoint Mr. Mudit Goyal (DIN: 08099543) who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard.		
3.	To Re- Appoint M/s Avnish Sharma & Associates as Statutory Auditors of the Company from the Financial Year 2019-20 to Financial Year 2022-23.		

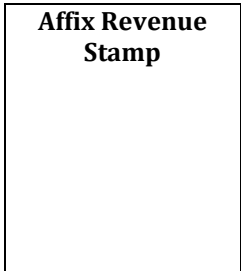


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Signed this _____ day of _____ 2019

Signature of Shareholder : _____

Signature of Proxy holder(s): _____



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
4. This is optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**ANNEXURE TO ITEM No. 2 OF THE NOTICE****APPOINTMENT/REAPPOINTMENT IN ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SEBI (LODR) REGULATIONS, 2015, FORMING PART OF THE CORPORATE GOVERNANCE REPORT**

Name of Director	Mr. Mudit Goyal (DIN:08099543)
Age	25
Date of Birth	05/12/1993
Original Date of appointment	31/03/2018
Qualification	Master of Business Administration (MBA) from AMITY GLOBAL
Experience and expertise in specific functional area	Mr. Mudit Goyal is a prominent businessman having an experience of 2 years in Management.
Terms and Conditions of Appointment / Reappointment	As per the resolution passed by the shareholders at the Extra Ordinary General Meeting held on April 04, 2018, Mr. Mudit Goyal was appointed as a Whole Time Director, liable to retire by rotation
Remuneration last drawn	21.10 Lakh p.a.
Remuneration proposed to be paid	21.10 Lakh p.a.
Shareholding in Megastar Foods Limited as on 31st March, 2019	1,81,500
Relationship with other Directors/Key Managerial Personnel	Mr. Mudit Goyal is son of Mr. Vikas Goel
Number of meetings of the Board attended during the year	11
Chairmanship/ Memberships of Committees of other public limited Companies	NIL
Directorship of other public limited Companies	*Megapacific Ventures Private Limited

**Megapacific Ventures Private Limited (Wholly Owned Subsidiary of Megastar Foods Limited) and a Deemed Public Company as per Section 2 (71) of Companies Act, 2013*



ROUTE MAP

