

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE SEVENTH (7<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF MEGASTAR FOODS LIMITED WILL BE HELD AT 11.00 A.M ON SATURDAY, SEPTEMBER 15, 2018 AT HOTEL KLG STARLITE, PLOT NO. 51, INDUSTRIAL AND BUSINESS PARK, PHASE II, TRIBUNE CHOWK, CHANDIGARH 160002 TO TRANSACT THE FOLLOWING BUSINESS**

### **AS AN ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial statements of the company for the financial year ended 31<sup>st</sup> March, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To appoint director in place of Mr. Vikas Gupta (DIN: 05123386) who retires by rotation and being eligible, offers himself for re-appointment.
3. To fix the remuneration of Statutory Auditors M/s Avnish Sharma & Associates

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including the statutory modification(s) and re-enactments thereof for the time being in force, and pursuant to the approval of the members in the 3<sup>rd</sup> Annual General Meeting for appointment of M/s Avnish Sharma & Associates, Chartered Accountants (Firm Registration No. 009398N) as statutory auditors of the company to hold office upto the date of the 8<sup>th</sup> Annual General Meeting, the Board be and is hereby authorised to fix the remuneration payable to the Statutory Auditors for the financial year 2018-19.”

**Date:** 02.08.2018

**Place:** Chandigarh

**By order of the Board  
For Megastar Foods Limited**

**(Neharika Sodhi)  
Company Secretary**

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL ('AGM') IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**  
**THE PROXY FORM, TO BE VALID AND EFFECTIVE, SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE SCHEDULED TIME FOR HOLDING THE MEETING.**  
A PERSON APPOINTED AS PROXY SHALL ACT ON BEHALF OF NOT MORE THAN FIFTY (50) MEMBERS AND HOLDING NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10%, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR MEMBER.
2. Corporate Members intending to send their authorised representatives to attend the AGM 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 their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. Member/ Proxies / Authorised Representatives are requested to bring to the AGM, the enclosed Attendance Slip sent along with the Annual Report duly completed and signed mentioning therein details of their DP ID and Client ID/Folio Number.
4. A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
5. Members/Proxies/Authorised Representatives are requested to produce the Attendance slip duly signed, dated and stamped for admission to the Meeting Hall.
6. The relevant information of the Directors seeking re-appointment, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Revised Secretarial Standards-2 (SS-2) on General Meetings is also annexed hereto and forms part of this notice.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Company's Registrar and Share Transfer Agent for its Share Registry Work are M/s Skyline Financial Services Private Limited having their office at D-153A, First Floor, Okhla Industrial Area, Phase I, New Delhi- 110020.
9. The Register of Directors & Key Managerial Personnel and Register of contracts or arrangements in which Directors are interested shall be available at the Annual General Meeting and accessible during the continuance of the Meeting to any person having the right to attend the Meeting.
10. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary of the Company at least 5 days before the date of the Meeting so that information required may be compiled and made available at the Meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
12. Members are requested to:
  - i. Intimate changes, if any, pertaining to their registered addresses, e-mail address, telephone/mobile numbers, nomination, power of attorney etc. to their respective depository participant in case shares are held in demat mode and to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited, in case shares are held in physical mode.

- ii. Quote their folio numbers/Client ID/ DP ID in all correspondence.
  - iii. Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
13. In accordance with the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules thereto, companies can serve Annual reports and other Communications through electronic mode to those members who have registered their e-mail address either with the Company or with Depository. Accordingly, the notice of the AGM along with the Annual Report of the Company for the financial year 2017-18, Attendance slip, Proxy Form and Route Map, is being sent by electronic mode to those Members who have registered their e-mail address with their DP unless any Members have requested for a physical copy of the same. For Members who have not registered their e-mail address, a physical copy of the said Annual Report and Notice is being sent through permitted mode.
14. The Notice of the 7<sup>th</sup> AGM, Attendance Slip, Proxy Form, Route Map and the Annual Report 2017-18 circulated to the Members of the Company, will also be hosted on the Company's website at [www.megastarfoods.com](http://www.megastarfoods.com) and also on the website of the respective Stock exchange at [www.bseindia.com](http://www.bseindia.com).

**The instructions for shareholders voting electronically are as under:**

(i) The voting period begins on 9.00 a.m. on Wednesday, September 12, 2018 and ends at 5.00 p.m. on Friday, September 14, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 08, 2018 may cast their vote electronically. The 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) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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.</li><li>• 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</li></ul>
Dividend Bank	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. <ul style="list-style-type: none"><li>• 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 (v).</li></ul>

(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 <Company Name> 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 changed 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](http://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](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

(xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ajaykcs@gmail.com](mailto:ajaykcs@gmail.com) with a copy marked to [evoting@cdslindia.com](mailto:evoting@cdslindia.com)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evotingindia.com](http://www.evotingindia.com) to reset the password.
3. In case you have any queries or issues regarding E-voting, you may refer the Frequently Asked Questions ("FAQs") and Remote e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [admin@skylinerta.com](mailto:admin@skylinerta.com).
4. The e-voting period commences on September 12, 2018 (9:00 AM) and ends on September 14, 2018 (5:00 PM). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, the September 08, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
5. The facility for voting through ballot paper will also be made available at the Meeting and shareholders attending the Meeting who have not already cast their vote by remote e-voting will be able to exercise their right at the Meeting.
6. The shareholders who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote at the Meeting.
7. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, September 08, 2018.
8. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
9. Any person, who acquires shares of the Company and become shareholder of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e September 08, 2018, may obtain the Login ID and password by sending a request at [evoting@cdslindia.com](mailto:evoting@cdslindia.com) or RTA at [admin@skylinerta.com](mailto:admin@skylinerta.com). If the shareholder is already registered with CDSL for e-voting then he can use his existing User ID and password for casting the vote through remote e-voting.
10. Mr. Ajay K. Arora, a Practicing Company Secretary (Membership No. F-2191) 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.
11. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the Votes cast at the Meeting, 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 make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Board who shall countersign the same.
12. The voting results shall be forwarded to BSE Limited, where the shares of the Company are listed, within 48 hours of the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website [www.megastarfoods.com](http://www.megastarfoods.com) and on the website of CDSL.
13. The resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. September 15, 2018 subject to receipt of the requisite number of votes in favour of the resolutions.

14. The requirement to place the matter relating to appointment of Auditor for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors. However, approval of the Members is being sought to authorize Board of Directors to fix the remuneration payable to the statutory auditors for the remaining tenure.
15. The route map of the venue of the Meeting is attached to this Notice. The prominent landmark for the venue is that it is next to Passport Seva Kendra, Phase II, Industrial Area, Chandigarh.

**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:**

**Folio No:**

**No. of Shares:**

I/ WE HEREBY RECORD MY/ OUR PRESENCE AT THE 7<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SATURDAY, SEPTEMBER 15, 2018 AT 11.00 A.M. AT HOTEL KLG STARLITE, PLOT NO. 51, INDUSTRIAL AND BUSINESS PARK, PHASE II, TRIBUNE CHOWK, CHANDIGARH 160002

**Signature of Member/ Proxy**



**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**

<b>CIN</b>	<b>:</b>	<b>L15311CH2011PLC033393</b>
<b>Name of the Company</b>	<b>:</b>	<b>Megastar Foods Limited</b>
<b>Registered Office</b>	<b>:</b>	<b>Plot No. 807, Industrial Area ,Phase II , Chandigarh - 160002 Tel. No. : 01881-240401 E-mail ID : <a href="mailto:cs@megastarfoods.com">cs@megastarfoods.com</a> Website: <a href="http://www.megastarfoods.com">www.megastarfoods.com</a></b>
<b>Name of the Member(s)</b>	<b>:</b>	
<b>Registered Address</b>	<b>:</b>	
<b>E-mail Id</b>	<b>:</b>	
<b>Folio No. / Client Id</b>	<b>:</b>	

**I/We, being the member(s) of \_\_\_\_\_**

<b>1.</b>	<b>Name</b>	
	<b>Address</b>	
	<b>E-mail Id</b>	
	<b>Signature</b>	
<b>2.</b>	<b>Name</b>	
	<b>Address</b>	
	<b>E-mail Id</b>	
	<b>Signature</b>	
<b>3.</b>	<b>Name</b>	
	<b>Address</b>	
	<b>E-mail Id</b>	<b>Signature</b>

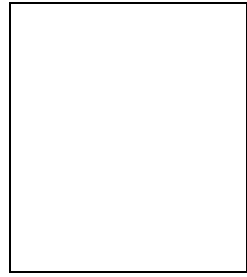
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7<sup>TH</sup> Annual General Meeting of the Company to be held on 15<sup>th</sup> September, 2018 at 11:00 a.m. at Hotel KLG Starlite, Plot No. 51, Industrial And Business Park, Phase II, Tribune Chowk, Chandigarh 160002 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Resolution</b>
	<b>Ordinary Business:</b>
<b>1.</b>	To receive, consider and adopt the financial statements of the company for the financial year ended 31 <sup>st</sup> March, 2018 and the reports of the Board of Directors and Auditors thereon.
<b>2.</b>	To appoint director in place of Mr. Vikas Gupta (DIN: 05123386) who retires by rotation and being eligible, offers himself for re-appointment.
<b>3.</b>	To fix the remuneration of Statutory Auditors M/s Avnish Sharma & Associates

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of Shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_



**Note:** 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.

**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**

<b>Name of Director</b>	Mr. Vikas Gupta (DIN:05123386)
<b>Date of Birth</b>	30/01/1976
<b>Original Date of appointment</b>	28/11/2011
<b>Qualification</b>	B.COM CA (Inter)
<b>Experience and expertise in specific functional area</b>	Mr. Vikas Gupta is a prominent businessman having a rich experience of 15 years in Management.
<b>Remuneration last drawn</b>	4.80 lacs p.a
<b>Shareholding in Megastar Foods Limited</b>	21,03,900
<b>Relationship with other Director</b>	-
<b>Expertise in specific functional areas</b>	Management
<b>Chairmanship/ Memberships of Committees of other public limited Companies</b>	NIL
<b>Directorship of other public limited Companies</b>	NIL