

# MEGASTAR FOODS LIMITED

CIN: L15311CH2011PLC033393

Regd. Off: Plot No. 807, Industrial Area, Phase-II Chandigarh-160102

Telephone: +91 1881 240401;

Website: [www.megastarfoods.com](http://www.megastarfoods.com);

Email: [cs@megastarfoods.com](mailto:cs@megastarfoods.com)



## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**(Pursuant to Section 101 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014**

To,  
The Member(s)

**NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING NO. MEGASTAR/EOGM/01/2023-24 OF THE MEMBERS OF MEGASTAR FOODS LIMITED WILL BE HELD ON SATURDAY, DECEMBER 23, 2023 AT 11:00 A.M. THROUGH VIDEO CONFERENCE (VC) OR OTHER AUDIO VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:**

### **SPECIAL BUSINESS**

#### **ITEM NO. 1**

#### **TO ISSUE EQUITY SHARE ON PREFERENTIAL BASIS:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), the listing agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited (‘Stock Exchanges’) on which the Equity Shares having face value of Rupees 10.00 each of the Company (‘Equity Shares’) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions, sanctions, which the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, the consent and approval of the members of the Company (‘Members’) be and is hereby accorded to the Board to create, issue, offer and allot up to 13,00,000 (Thirteen Lakhs only) Equity Shares of Rupees 10.00 each fully paid up, on a preferential basis (‘Preferential Issue’), to the Proposed Allottees as stated herein below, at an issue price of Rupees Rs. 326.00 (Rupees Three Hundred Twenty Six Only) per Equity Share including Security Premium of Rupees Rs. 316 (Rupees Three Hundred Sixteen only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard:

Sr. No	Name of Proposed Allottees	Category of Allottee	No of Equity shares proposed to be issued	PAN
1.	Shilpaben Maheshkumar Shah	Non Promoter	1,50,000	ACNPS4625G
2.	Khushbu N Shah	Non Promoter	1,40,000	BEAPS4757P
3.	Coeus Global Opportunities Fund	Non Promoter	1,00,000	AAHCC4837H
4.	Harit Exports Private Limited	Non Promoter	1,00,000	AAACH2826C
5.	Komal Projects LLP	Non Promoter	1,00,000	AAPFK0182L
6.	Yashasvi Wealth Management LLP	Non Promoter	1,00,000	AACFY1302M
7.	Nikhil Ramesh Jaisinghani	Non Promoter	1,00,000	AHYPJ2714R
8.	Malay Rohitkumar Bhow	Non Promoter	90,000	AEJPB9509C
9.	Monika Garware	Non Promoter	70,000	AEQPG3834C
10.	Vikas Goel	Promoter	60,000	AATPG9478K
11.	Viney Equity Market LLP	Non Promoter	50,000	AASFV2634F
12.	Vikas Gupta	Promoter	40,000	ABTPG0907A
13.	Lysa Trading LLP	Non Promoter	30,000	AAIFL3030D
14.	Nitinkumar Kanjibhai Thacker	Non Promoter	30,000	AAPPT5205R

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Sr. No	Name of Proposed Allottees	Category of Allottee	No of Equity shares proposed to be issued	PAN
15.	Rajesh Jain	Non Promoter	20,000	AANPJ9240L
16.	Amisha N Vora	Non Promoter	20,000	ADHPV4010B
17.	Abhishek Parwal	Non Promoter	15,000	AANPP0474G
18.	Mugdha Saboo	Non Promoter	15,000	AGLPC5861A
19.	Hetal Rajanikant Shah	Non Promoter	10,000	AAGPS1085D
20.	Hemali Amit Khandhar	Non Promoter	10,000	AQKPK9802C
21.	Vinit Laxmilal Kothari	Non Promoter	10,000	DTJPK7377F
22.	Sujata Kamleshbhai Gandhi	Non Promoter	10,000	AAXPG0516E
23.	Deep Anil Nagda	Non Promoter	10,000	AHVPN0798A
24.	Deep Shailesh Lakhani	Non Promoter	10,000	AJDPL7436P
25.	Deepak Javerchand Vora	Non Promoter	10,000	ADKPV8397C
<b>Total</b>			<b>13,00,000</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price (inclusive of premium) for the Preferential Allotment of the Equity Shares is Thursday, November 23, 2023, being the date 30 days prior to the deemed date of passing of resolution via Extra Ordinary General Meeting.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- The full consideration ('Cash Consideration') in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.
- The Equity Shares to be allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company bearing ISIN: INE00EM01016 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- The equity shares so offered, issued and allotted will be listed on the National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** Executive Directors and Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations and that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution."

By order of the Board of Directors,  
Megastar Foods Limited

Sd/-  
Vikas Goel

Managing Director  
(DIN: 05122585 )

Place: Chandigarh  
Date: November 30, 2023

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### EXPLANATORY STATEMENT

*(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)*

#### ITEM NO. 1

#### TO ISSUE EQUITY SHARE ON PREFERENTIAL BASIS: SPECIAL RESOLUTION

In terms of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited ('Stock Exchanges') on which the Equity Shares having face value of Rupees 10.00 each of the Company ('Equity Shares') are listed, the Board of Directors of the Company, in their meeting held on November 30, 2023, subject to approval of shareholders of the Company by way of special resolution, approved the issue of up to 13,00,000 (Thirteen Lakhs only) Equity Shares of the Company having face value of Rupees 10.00 each to the proposed allottees as mentioned in the resolution. The Board seeks approval of the Members of the Company, by way of Special Resolution, for issue and allotment of Equity Shares on preferential basis to the Proposed Allottees.

It may be noted that:

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allottees, if any, are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Proposed Allottees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.
6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company do not have any outstanding dues to the Board, the Stock Exchanges or the Depositories.

The Company will make the application for in-principle approval to the Stock Exchanges, where its equity shares are listed, on the same day when the notice will be sent in respect of the EGM seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI ICDR Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

#### A. Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on November 30, 2023 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of upto 13,00,000 (Thirteen Lakhs only) Equity Shares at a price of Rs. 326 per Equity Share, aggregating upto Rs.42,38,00,000 /- (Rupees Forty Two Crores Thirty Eight Lakhs only) for cash consideration, on a preferential basis.

#### B. Number of Shares, Kinds of securities offered and the price at which security is being offered

To create, issue, offer and allot up to 13,00,000 (Thirteen Lakhs only) Equity Shares of Rupees 10.00 each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rs. 326.00 per Equity Share including Security Premium of Rs. 316.00 (Rupees Three Hundred and Sixteen only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

#### C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue:

The Equity Shares of Company are listed on National Stock Exchange of India Limited and BSE Limited for a period of more than 90 trading days as on the relevant date i.e. Thursday, November 23, 2023 and are frequently traded in accordance with SEBI ICDR Regulations.

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The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

**a) In case of “frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations):**

If the equity shares of the Company have been listed on a recognised stock exchanges for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- i. The 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- ii. The 10 trading days’ volume weighted average prices of the related equity shares quoted on are recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

**b) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI ICDR Regulations):**

Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:-

Articles of association provides for method - of determination which does not result in floor price higher than that determine under ICDR Regulation 2018, for which valuation certificate is taken from, Mr. Abhishek Chhajed, an Independent Registered Valuer.

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) as well as on BSE Limited (“BSE”), the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant Date for computation of issue price.

Therefore, trading volume of the Equity Shares on the NSE has been considered to determine the issue price.

In terms of Regulation 164 (1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated November 30, 2023 from Mr. Abhishek Chhajed, an Independent Registered Valuer having his office at B/1115 Sun West Bank, Opp. City Gold Cinema, Ashram Road, Ahmedabad – 380009 and Registration No: IBBI/RV/03/2020/13674 and the copy of the same has been hosted on the website of the Company which can be accessed at [www.megastarfoods.com](http://www.megastarfoods.com) under Investors Info tab. As per the Valuation Report, the minimum price, in terms of Regulation 164(1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rs. 323.94 (Three Hundred Twenty Three Rupees and Ninety Four Paise only)

However, the issue price for this Preferential Issue is kept at Rs. 326 per Equity Share including Security Premium of Rupees 316 per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations.

**D. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The allotment is proposed to be made for cash only.

**E. The price or price band at/within which the allotment is proposed:**

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rupees 326.00 (Rupees Three Hundred and Twenty Six only) per Equity Share including Security Premium of Rupees 316.00 (Rupees Three Hundred and Sixteen only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

**F. Amount which the company intends to raise by way of such Equity Shares:**

Rs.42,38,00,000 /- (Rupees Forty Two Crores Thirty Eight Lakhs only).

**G. The Objects of the issue through preferential offer:**

The proceeds of the Preferential Issue will be utilized for prepayment of borrowings of the Company, meeting future funding requirements, working capital and other general corporate purposes of the Company.

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**H. The total number of securities to be issued:**

The total number of Equity Shares proposed to be issued is 13,00,000 (Thirteen Lakhs only) Equity Shares of Rupees 10.00 each.

**I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer.**

Mr. Vikas Goel and Mr. Vikas Gupta, Promoters of the Company intend to subscribe to the offer by subscribing 60,000 Shares and 40,000 Shares respectively in the Proposed Offer.

Except above, None of the Person falling under Promoters Group, Directors or Key Managerial Personnel intend to subscribe this offer.

**J. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the:-

- Promoter
- Public Institutional Foreign Investor
- Public - Non-Institutional – Individuals
- Public - Non-Institutional - LLP
- Public - Non-Institutional - Body Corporates

**K. Shareholding Pattern of the Company before and after the Preferential Issue:**

The Equity shares are proposed to be allotted to the Promoter/Non-promoters. Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue, are as under:

Category of Shareholder	Pre Issue <sup>(1)</sup>		Post Issue <sup>(2)</sup>	
	No. of Equity Shares	%	No. of Equity Shares	%
<b>Promoter &amp; Promoter Group</b>				
1. Indian				
Individuals/ Hindu Undivided Family	68,41,700	68.39	69,41,700	61.41
Bodies Corporate	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>68,41,700</b>	<b>68.39</b>	<b>69,41,700</b>	<b>61.41</b>
2. Foreign	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>68,41,700</b>	<b>68.39</b>	<b>69,41,700</b>	<b>61.41</b>
<b>Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>68,41,700</b>	<b>68.39</b>	<b>69,41,700</b>	<b>61.41</b>
<b>Non-promoters' holding (Public shareholding)</b>				
1. Institutions- Alternate Investment Funds	1,00,000	1.00	1,00,000	0.88
2. Foreign Institutional Investor	-	-	1,00,000	0.88
<b>Sub-Total (B) (1)</b>	<b>1,00,000</b>	<b>1.00</b>	<b>2,00,000</b>	<b>1.77</b>
2. Central Government/State Government(s)/President of India	-	-	-	-
<b>Sub-Total (B) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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Category of Shareholder	Pre Issue <sup>(1)</sup>		Post Issue <sup>(2)</sup>	
	No. of Equity Shares	%	No. of Equity Shares	%
3. Non-institutions	-	-	-	-
a) Individuals -	<b>16,47,942</b>	<b>16.47</b>	<b>23,67,942</b>	<b>20.95</b>
i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.	10,91,921	10.92	12,31,921	10.90
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	5,56,021	5.56	11,36,021	10.05
b) Any Other (Specify)	<b>14,14,058</b>	<b>14.14</b>	<b>17,94,058</b>	<b>15.87</b>
i. Bodies Corporate	10,39,933	10.40	11,39,933	10.08
ii. Non Resident Indians (NRIs)	1,21,681	1.22	1,21,681	1.08
iii. Trusts	3640	0.04	3640	0.03
iv) HUF	2,44,314	2.44	2,44,314	2.16
v) Firm	4490	0.04	4490	0.04
Vi) LLP	-	-	2,80,000	2.48
<b>Sub-Total (B) (3)</b>	<b>30,62,000</b>	<b>30.61</b>	<b>41,62,000</b>	<b>36.82</b>
<b>Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>31,62,000</b>	<b>31.61</b>	<b>43,62,000</b>	<b>38.59</b>
Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
<b>Sub Total (C)</b>	-	-	-	-
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1,00,03,700</b>	<b>100.00</b>	<b>1,13,03,700</b>	<b>100.00</b>

**Note:**

- 1) The Pre Issue Shareholding Pattern is based on shareholding as on September 30, 2023.
- 2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
- 3) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 4) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

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**L. The time within which the preferential issue shall be completed:**

As required under SEBI ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

**M. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.**

Sr. No.	Name of Proposed Allottees	Current Status of the Allottee	Proposed Status of the Allottee	Ultimate Beneficial Owner	Post Issue Shareholding*	
					No. of Equity Shares	% of Post Issue Capital
1.	Shilpaben Maheshkumar Shah	Public	Public	Self	1,50,000	1.33
2.	Khushbu N Shah	Public	Public	Self	1,40,000	1.24
3.	Coeus Global Opportunities Fund	Public	Public	Li Hoy Choo Li Kim For	1,00,000	0.88
4.	Harit Exports Private Limited	Public	Public	Mohit Ramgopal Agrawal, Meenakshi Mohit Agrawal, Atulya Mohit Agrawal	1,00,000	0.88
5.	Komal Projects LLP	Public	Public	Malay Rohitkumar Bhow, Viral Malaybhai Bhow	1,04,199	0.92
6.	Yashasvi Wealth Management LLP	Public	Public	Malay Rohitkumar Bhow, Viral Malaybhai Bhow	1,00,000	0.88
7.	Nikhil Ramesh Jaisinghani	Public	Public	Self	1,00,000	0.88
8.	Malay Rohitkumar Bhow	Public	Public	Self	96,000	0.85
9.	Monika Garware	Public	Public	Self	2,70,000	2.39
10.	Vikas Goel	Promoter	Promoter	Self	25,92,660	22.94
11.	Viney Equity Market LLP	Public	Public	Anant Aggarwal, Viney Parkash Aggarwal, Shobha Aggarwal	50,000	0.44
12.	Vikas Gupta	Promoter	Promoter	Self	22,19,900	19.64
13.	Lysa Trading LLP	Public	Public	Kush Amit Patel, Luv Amit Patel, Anal Amit Patel	30,000	0.27

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Sr. No.	Name of Proposed Allottees	Current Status of the Allottee	Proposed Status of the Allottee	Ultimate Beneficial Owner	Post Issue Shareholding*	
					No. of Equity Shares	% of Post Issue Capital
14.	Nitinkumar Kanjibhai Thacker	Public	Public	Self	30,000	0.27
15.	Rajesh Jain	Public	Public	Self	20,000	0.18
16.	AMISHA N VORA	Public	Public	Self	20,000	0.18
17.	Abhishek Parwal	Public	Public	Self	15,000	0.13
18.	Mugdha Saboo	Public	Public	Self	15,000	0.13
19.	Hetal Rajanikant Shah	Public	Public	Self	10,000	0.09
20.	Hemali Amit Khandhar	Public	Public	Self	13,250	0.12
21.	Vinit Laxmilal Kothari	Public	Public	Self	14,300	0.13
22.	Sujata Kamleshbhai Gandhi	Public	Public	Self	15,000	0.13
23.	Deep Anil Nagda	Public	Public	Self	15,000	0.13
24.	Deep Shailesh Lakhani	Public	Public	Self	14,000	0.12
25.	Deepak Javerchand Vora	Public	Public	Self	11,403	0.10

None of the Proposed Allottees have been allotted any securities of the Company during the financial year 2023-24.

**N. Relevant Date:**

The relevant date for the purpose of determination of minimum price of Equity Shares to be issued is fixed as Thursday, November 23, 2023 being the date thirty day prior to the deemed date of passing of Special Resolution through Extra Ordinary General Meeting, in accordance with the SEBI ICDR Regulations.

**O. Principle terms of assets charged as securities**

Not Applicable

**P. Valuation and justification for the allotment proposed to be made for consideration other than cash.**

Not Applicable

**Q. Change in Control, if any, in the Company consequent to the preferential issue:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares.

**R. Undertaking regarding re-computation of price:**

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI ICDR Regulations, where it is required to do so, If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.



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### S. Certificate of Practicing Company Secretary:

The Company has obtained the Certificate from M/s. Mittal V Kothari & Associates, Practising Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company at [www.megastarfoods.com](http://www.megastarfoods.com) under Investors Tab.

### T. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

### U. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the current financial year 2023-24.

### V. Listing:

The Company will make an application to National Stock Exchange of India Limited and BSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

### W. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter:

The Company, its Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 1 for approval of the members as a Special Resolution.

By order of the Board of Directors,  
Megastar Foods Limited

Sd/-  
Vikas Goel  
Managing Director  
(DIN: 05122585)

Place: Chandigarh  
Date: November 30, 2023

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### NOTES

- 1) The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/ 2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021 and Circular dated May 5, 2022, General circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') has permitted the holding of the EGM through Video Conferencing ('VC') / Other Audio Visual means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the EGM of the Company is being held through VC/ OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
- 2) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circular through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra-Ordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- 3) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Extra-Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [mittal.kothari25@gmail.com](mailto:mittal.kothari25@gmail.com) copies marked to the Company at [cs@megastarfoods.com](mailto:cs@megastarfoods.com) to Central Depository Services (India) Limited (CDSL) at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 4) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5) Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 6) Registration of email ID:  
In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has **not registered** his/her/their email address with the Company/its RTA/Depositories, the following instructions to be followed:

- a) 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 at [cs@megastarfoods.com](mailto:cs@megastarfoods.com) and/or RTA email at [viren@skylinerta.com](mailto:viren@skylinerta.com).
- b) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- c) 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 022- 23058738 and 022-23058542/43.

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.

- 7) The Notice of the Extra-Ordinary General Meeting is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the MCA Circular dated 12th May, 2020. Members can attend and participate in the Extra-Ordinary General Meeting through VC/OAVM facility only. Member may note that Notice has been uploaded on the website of the Company at [www.megastarfoods.com](http://www.megastarfoods.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
- 8) The deemed venue for this meeting shall be registered office of the Company situated at Plot No. 807, Industrial Area, Phase-II Chandigarh-160102. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 9) In case of joint shareholders attending the meeting, joint holder whose name is higher in the order of names will be entitled to vote.

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- 10) The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- 11) The 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to RTA.
- 12) The facility for joining the EGM shall open at 10:45 A.M. i.e. fifteen minutes before the starting of the EGM and shall not be closed till the expiry of fifteen minutes after the starting of the EGM at 11:00 A.M.
- 13) Members joining EGM through VIDEO CONFERENCING shall be counted for the purpose of quorum.
- 14) The Board of Directors have appointed Ms. Mittalben Vaikunthbhai Kothari (Membership No. 46731; CP No. 17202) Proprietor of M/s Mittal V Kothari & Associates Practising Company Secretaries as Scrutinizer for conducting the 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.
- 15) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in regard to the Special Business to be transacted at the meeting is enclosed and forms part of the notice.
- 16) All the documents including registers of directors and KMP and their shareholding (Section 70), Register of contracts or arrangements (Section 189), Register of Members etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.
- 17) 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.
- 18) **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE EGM THROUGH VC/OAVM:**
  - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
  - ii. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
  - iii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, December 15, 2023, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - iv. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Friday, December 15, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
  - v. The remote e-voting will commence on 9:00 A.M. on Wednesday, December 20, 2023 and will end on 5:00 P.M. on Friday, December 22, 2023. During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday,

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December 15, 2023 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

- vi. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vii. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, December 15, 2023.
- viii. The Company has appointed M/s. Mittal V Kothari & Associates, Practicing Company Secretaries, Ahmedabad, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

### **INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING**

1. The remote e-voting period begins on 9:00 A.M. on Wednesday, December 20, 2023 and will end on 5:00 P.M. on Friday, December 22, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, December 15, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. 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.

### **How do I vote electronically using CDSL e-Voting system?**

*The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to CDSL e-Voting system:**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the voting is in progress as per the information provided by company. On clicking the voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending</li></ol>

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	OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL	<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 or joining virtual meeting &amp; voting during the meeting.</li> <li>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>. 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></li> <li>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 or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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 22 55 33
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 toll free no.: 022-4886 7000 and 022-2499 7000

**B) 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.

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- 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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>• 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 OR Date of Birth (DOB)	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.</li></ul>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN of the Company for which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](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 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.
  - Alternatively Non Individual shareholders are required 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), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## MEGASTAR FOODS LIMITED

CIN: L15311CH2011PLC033393

Regd. Off: Plot No. 807, Industrial Area, Phase-II Chandigarh-160102

Telephone: +91 1881 240401;

Website: [www.megastarfoods.com](http://www.megastarfoods.com);

Email: [cs@megastarfoods.com](mailto:cs@megastarfoods.com)



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

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@megastarfoods.com](mailto:cs@megastarfoods.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@megastarfoods.com](mailto:cs@megastarfoods.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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 at [cs@megastarfoods.com](mailto:cs@megastarfoods.com) and/or RTA email at [viren@skylinerta.com](mailto:viren@skylinerta.com).
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 attending EOGM & 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 22 55 33

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 toll free no. 1800 22 55 33.