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## **NOTICE OF NINTH ANNUAL GENERAL MEETING**

Notice is hereby given that the 9<sup>th</sup> (Ninth) Annual General Meeting (A.G.M.) of the Members of Megastar Foods Limited will be held on Monday, 28<sup>th</sup> September, 2020 at 11.00 a.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), and the deemed venue for the AGM is Registered Office: Plot No. 807, Industrial Area, Phase-II, Chandigarh- 160002 to transact the following business:

### **AS ORDINARY BUSINESS:**

1. To consider, approve and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.
2. To appoint director in place of Mr. Vikas Geol (DIN: 05122585) who retires by rotation and being eligible, offers himself for re-appointment as a Director

### **AS SPECIAL BUSINESS:**

3. To consider and approve the Payment of remuneration to Mr. Vikas Goel (DIN: 05122585), Chairman and Managing Director:

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 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the payment of the remuneration to Mr. Vikas Goel (DIN: 05122585), Chairman and Managing Director, for the remaining period of two years of his current tenure as the Chairman and Managing Director viz., from April 1, 2021 to March 31, 2023, subject that his term shall be liable to be determined by his liability to retire by rotation in accordance with the provisions of Section 152 of the Act.

**RESOLVED FURTHER THAT** on being re- appointed as a director immediately on retirement by rotation, Mr. Vikas Goel shall continue to hold his office as Chairman and Managing Director and the re- appointment of such director shall not be deemed to constitute a break in his appointment as a Chairman and Managing Director;

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Chairman and Managing Director, subject to such other approvals as may be necessary;

**RESOLVED FURTHER THAT** save and except as aforesaid, the Special Resolution approved and passed by the Members dated April 04, 2018 with respect to the appointment of Mr. Vikas Goel (DIN: 05122585), as Chairman and Managing Director shall continue to remain in full force and effect; and

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Vikas Goel (DIN: 05122585) as Chairman and Managing Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution."

4. To consider and approve the Payment of remuneration to Mr. Vikas Gupta (DIN: 05123386), Whole Time Director:

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 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the payment of the remuneration to Mr. Vikas Gupta (DIN: 05123386), Whole Time Director, for the remaining period of two years of his current tenure as the Whole Time Director of the company viz., from April 1, 2021 to March 31, 2023.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Chairman and Managing Director, subject to such other approvals as may be necessary;

**RESOLVED FURTHER THAT** save and except as aforesaid, the Special Resolution approved and passed by the Members dated April 04, 2018 with respect to the appointment of Mr. Vikas Gupta (DIN: 05123386), Whole Time Director shall continue to remain in full force and effect; and

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Vikas Gupta (DIN: 05123386) as Whole Time Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

5. To consider and approve the Payment of remuneration to Mr. Mudit Goyal (DIN: 08099543), Whole Time Director:

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 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for the payment of the remuneration to Mr. Mudit Goyal (DIN: 08099543), Whole Time Director, for the remaining period of two years of his current tenure as the Whole Time Director of the company viz., from April 1, 2021 to March 31, 2023.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Chairman and Managing Director, subject to such other approvals as may be necessary;

**RESOLVED FURTHER THAT** save and except as aforesaid, the Special Resolution approved and passed by the Members dated April 04, 2018 with respect to the appointment of Mr. Mudit Goyal (DIN: 08099543), Whole Time Director shall continue to remain in full force and effect; and

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Mudit Goyal (DIN: 08099543) as Whole Time Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

**Date:** 28.08.2020  
**Place:** Chandigarh

for and on behalf of  
**MEGASTAR FOODS LIMITED**

**ROBIN KUMAR**  
Company Secretary

**NOTES:**

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business to be transacted in the Annual General Meeting as set out in the Notice is annexed.
2. In view of continuing Covid-19 pandemic, the Ministry of Corporate Affairs has come up with General Circular No. 20/2020 dated 05<sup>th</sup> May, 2020 that allow companies to hold Annual General Meeting (AGM) in the manner detailed in General Circular No. 14/2020, dated 08<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 through Video Conferencing (VC) and Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued by the Regulators, the AGM of the Company is being held through VC/OAVM.
3. Members as on the cut-off date of 21<sup>st</sup> September, 2020 shall only be entitled for availing the remote e-voting facility and e-voting facility during the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice for information purposes only and attend the AGM through VC/OAVM and shall not be entitled to any voting rights
4. Since the AGM is held through VC/OAVM, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members will not be available for this meeting and hence requirement of attaching the Proxy Form and Attendance Slip has been dispensed herewith and not annexed to this Notice.
5. Corporate Members intending to send their authorized representative(s) to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a Certified True Copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf to the scrutiniser by email to kanwalcs@gmail.com. The authorized representative(s) shall enjoy all the rights of a Member for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC/ OAVM.
6. A person can be an authorized representative of more than one Body Corporate. In such a case, he is treated as more than one Member present in person for the purpose of the quorum.
7. In Compliance with MCA Circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 05<sup>th</sup> May 2020 and SEBI Circular dated 12<sup>th</sup> May, 2020, Members may kindly note that sending of physical Copies of Annual Report to Members have been dispensed with and is being sent through electronic mode to those members whose e-mail addresses are registered with the Company or Depositories. Members may also note that the Notice of the 9<sup>th</sup> AGM and the Annual Report 2020 will be available on the Company's website [www.megastarfoods.com](http://www.megastarfoods.com) and can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and disseminated on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
8. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 9<sup>th</sup> AGM and the Annual Report for the year ended 31<sup>st</sup> March, 2020 including therein the Audited Financial Statements for the Financial Year 2019-20, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 9<sup>th</sup> AGM and the Annual Report for the Financial Year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your 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 email id cs@megastarfoods.com.
- b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
9. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the records of the Registrars and Transfer Agents which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.
11. In accordance with the amendments to Regulation 40 of the Listing Regulations, Securities and Exchange Board of India (SEBI), decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited or Central Depository Services (India) Limited). Members holding shares in Physical Form are requested to consider converting their holding to dematerialized Form in order to eliminate all risks associated with physical shares. Members can contact the Registrar and Share Transfer Agent (RTA) in this regard. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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.
13. Additional Information required to be furnished under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards- 2 with respect of the Director(s)/Manager seeking appointment/re-appointment at the AGM has been furnished and forms a part of the notice and has been given in the explanatory statement. The director(s)/manager have furnished the requisite consents/declarations for their appointment/re-appointment.
14. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
15. We will be publishing a Public Notice by way of advertisement in Times of India and Chandigarh Kesari with the suitable details of the ensuing Annual General Meeting.
16. The Company has engaged the service of Central Depository Services (India) Limited, for assisting the Members for casting of votes by remote e-voting as well as the e-voting system on the date of the AGM and VC facility shall also be provided by CDSL.
17. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
18. Since the AGM is held through VC/ OAVM, the Route Map is not annexed in this Notice.
19. The facility of participation at the AGM through VC/ OAVM will be made available to maximum 1000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
20. M/s. Kanwaljit Singh (COP No. 5870 and M. No. 5901), Company Secretaries, Chandigarh, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
21. During the 9<sup>th</sup> AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 9<sup>th</sup> AGM, formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the 9<sup>th</sup> AGM and announce the start of the casting of vote through the e-voting system. After the Members participating through VC/ OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the 9<sup>th</sup> AGM.

22. The Scrutinizer shall after the conclusion of e-voting at the 9<sup>th</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 9<sup>th</sup>AGM, who shall then countersign and declare the result of the voting forthwith.
23. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.megastarfoods.com](http://www.megastarfoods.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
24. **Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**  
Members whose email addresses are not registered with the depositories can register the same for obtaining login credentials for e-voting for the resolutions proposed in this Notice in the following manner:
  - a) **For Demat Shareholders-** Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [admin@skylinerta.com](mailto:admin@skylinerta.com). It is clarified that for permanent registration of email address, the Members are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants.
  - b) The Company/ RTA shall co-ordinate with CDSL and provides the login credentials to the above mentioned shareholders.
25. **Instructions for attending the AGM through VC/ OAVM and e-voting during the AGM are as under:**
  - a) Members will be provided with a facility to attend the AGM through VC/ OAVM through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/Members login where the EVSN of Company will be displayed.
  - b) Members are encouraged to join the Meeting through Laptops / iPads for better experience.
  - c) Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - d) 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.
  - e) Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 (five) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at Company mail ID [cs@megastarfoods.com](mailto:cs@megastarfoods.com). The Members who do not wish to speak during the AGM but have queries may send their queries in advance at least 5 (Five) days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at Company mail ID [cs@megastarfoods.com](mailto:cs@megastarfoods.com). These queries will be replied to by the company suitably by email.
  - f) Those Members who have registered themselves as speakers will only be allowed to express their views/ask questions during the meeting.
  - g) The procedure for e-voting on the day of the AGM is same as the instructions mentioned separately for Remote e-voting.
  - h) Only those Members, who are present in the AGM 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 AGM.
  - i) If any votes are cast by the Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/ OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.
  - j) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
26. **Instructions for remote e-voting are as under:**
  - (i) The voting period begins on 25<sup>th</sup> September, 2020 at 9.00 a.m. and ends on 27<sup>th</sup> September, 2020 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in



dematerialized form, as on the cut-off date 21<sup>st</sup> September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on “Shareholders/Members” module.
- (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.

**OR**

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically.

- (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 e-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 Shareholders/Members holding shares in Demat Form and Physical Form
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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 Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) recorded in your demat account or in the company records in order to login.</p> <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 (“200828043”) 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 which 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 and enter the details as prompted by the system.
- (xix) **Members can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- 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".
  - 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 Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is 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 and not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-voting from the e-voting System, 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) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Date:** 28.08.2020

**Place:** Chandigarh

for and on behalf of  
**MEGASTAR FOODS LIMITED**

**ROBIN KUMAR**  
Company Secretary

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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 Items of the Notice

**ITEM No.: 3** The Members of the Company vide special resolution dated April 04, 2018, had re-appointed Mr. Vikas Goel as the Chairman and Managing Director of the Company for tenure of five years effective from April 4, 2018 to April 3, 2023. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Vikas Goel was approved for a period of three years w.e.f. April 4, 2018 to April 3, 2021. Now, the approval of the Members, pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time, is sought for the payment of remuneration to Mr. Vikas Goel as the Chairman and Managing Director of the Company for the period from April 1, 2021 to March 31, 2023 i.e. the remaining part of his current tenure as approved by the members with a liability to retire by rotation in accordance with the provisions of Section 152 of the Act. Any retirement by rotation of Mr. Vikas Goel shall not be considered as a break in service in case he is re-appointed to his office in the same meeting or any adjourned meeting thereof; the details of the remuneration proposed to be paid are set out below:

**Remuneration proposed:**

The remuneration proposed to be payable to Mr. Vikas Goel for the remaining period of two years of his term is Rs. 3,75,000/- (Rupees Three Lakhs Seventy Five Thousand Only) per month with an increment of Rs. 50,000/- (Rupees Fifty Thousand Only) per annum.

**Salary:** Rs. 3.75 Lakh per month with an increment of Rs. 50,000/- (Rupees Fifty Thousand Only) per annum with authority to the Board of Directors of the Company to grant such increments as it may be determine from time to time.

**A. Perquisites:**

- i. Housing: Free furnished accommodation or HRA in lieu of Company provided accommodation.
- ii. Reimbursement of expenses on actual pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.
- iii. Car: One car for use of Company's Business and permissible personal use.
- iv. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.
- v. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- vi. Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
- vii. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.
- viii. Leave and encashment of leave - as per the policy of the Company.
- ix. Personal accident Insurance Premium - as per the policy of the Company.
- x. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.
- xi. Gratuity and/or contribution to the Gratuity Fund of Company - as per the policy of the Company.
- xii. Other Allowances/benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide.
- xiii. Any other one time/periodic retirement allowances/benefits as may be decided by the Board at the time of retirement.

**B.** Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

**C.** For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Vikas Goel, Managing Director will be considered as continuous service with the Company from the date of his joining.

**D.** The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.



- E. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Vikas Goel in accordance with the applicable provisions of Schedule V of the Act.

In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the NRC of the Company at its meeting held on August 28, 2020, the Board of Directors of the Company at its meeting held on even date have approved the payment of remuneration as detailed above except commission, subject to such other approvals as may be necessary, as minimum remuneration to Mr. Vikas Goel in the absence or inadequacy of profits in any Financial Year(s) during his remaining tenure i.e. upto March 31, 2023.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 3 is annexed hereto as **ANNEXURE 1**

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Vikas Goel and Mr. Mudit Goyal, who is related to Mr. Vikas Goel, is in any way concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

**ITEM No.: 4** The Members of the Company vide special resolution dated April 04, 2018, had re-appointed Mr. Vikas Gupta as the Whole Time Director of the Company for tenure of five years effective from April 4, 2018 to April 3, 2023. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Vikas Gupta was approved for a period of three years w.e.f. April 4, 2018 to April 3, 2021. Now, the approval of the Members, pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time, is sought for the payment of remuneration to Mr. Vikas Gupta as the Whole Time Director of the Company for the period from April 1, 2021 to March 31, 2023 i.e. the remaining part of his current tenure as approved by the members. The details of the remuneration proposed to be paid are set out below:

**Remuneration proposed:**

The remuneration proposed to be payable to Mr. Vikas Gupta for the remaining period of two years of his term is Rs. 3,75,000/- (Rupees Three Lakhs Seventy Five Thousand Only) per month with an increment of Rs. 50,000/- (Rupees Fifty Thousand Only) per annum.

**Salary:** Rs. 3.75 Lakh per month with an increment of Rs. 50,000/- (Rupees Fifty Thousand Only) per annum with authority to the Board of Directors of the Company to grant such increments as it may be determine from time to time.

**A. Perquisites:**

- i. Housing: Free furnished accommodation or HRA in lieu of Company provided accommodation.
- ii. Reimbursement of expenses on actual pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.
- iii. Car: One car for use of Company's Business and permissible personal use.
- iv. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.
- v. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
- vi. Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
- vii. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.
- viii. Leave and encashment of leave - as per the policy of the Company.
- ix. Personal accident Insurance Premium - as per the policy of the Company.
- x. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.
- xi. Gratuity and/or contribution to the Gratuity Fund of Company - as per the policy of the Company.

- xii. Other Allowances/benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide.
  - xiii. Any other one time/periodic retirement allowances/benefits as may be decided by the Board at the time of retirement.
- B. Subject as aforesaid, the Whole Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- C. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Vikas Gupta, Whole Time Director will be considered as continuous service with the Company from the date of his joining.
- D. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.
- E. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Vikas Gupta in accordance with the applicable provisions of Schedule V of the Act.

In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the NRC of the Company at its meeting held on August 28, 2020, the Board of Directors of the Company at its meeting held on even date have approved the payment of remuneration as detailed above except commission, subject to such other approvals as may be necessary, as minimum remuneration to Mr. Vikas Gupta in the absence or inadequacy of profits in any Financial Year(s) during his remaining tenure i.e. upto March 31, 2023.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 4 is annexed hereto as **ANNEXURE 2**

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Vikas Gupta is in any way concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

**ITEM No.: 5** The Members of the Company vide special resolution dated April 04, 2018, had re-appointed Mr. Mudit Goyal as the Whole Time Director of the Company for tenure of five years effective from April 4, 2018 to April 3, 2023. Pursuant to Section II of Part II of Schedule V to the Companies Act, 2013, the remuneration payable to Mr. Mudit Goyal was approved for a period of three years w.e.f. April 4, 2018 to April 3, 2021. Now, the approval of the Members, pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time, is sought for the payment of remuneration to Mr. Mudit Goyal as the Whole Time Director of the Company for the period from April 1, 2021 to March 31, 2023 i.e. the remaining part of his current tenure as approved by the members. The details of the remuneration proposed to be paid are set out below:

**Remuneration proposed:**

The remuneration proposed to be payable to Mr. Mudit Goyal for the remaining period of two years of his term is Rs. 2,00,000/- (Rupees Two Lakhs Only) per month with an increment of Rs. 25,000/- (Rupees Twenty Five Thousand Only) per annum.

**Salary:** Rs. 2.00 Lakh per month with an increment of Rs. 25,000/- (Rupees Twenty Five Thousand Only) per annum with authority to the Board of Directors of the Company to grant such increments as it may be determine from time to time.

**A. Perquisites:**

- i. Housing: Free furnished accommodation or HRA in lieu of Company provided accommodation.
  - ii. Reimbursement of expenses on actual pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.
  - iii. Car: One car for use of Company's Business and permissible personal use.
  - iv. Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalization policy as applicable), as per Company policy.
  - v. Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
  - vi. Club fees: Fees of One Corporate Club in India (including admission and annual membership fee).
  - vii. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.
  - viii. Leave and encashment of leave - as per the policy of the Company.
  - ix. Personal accident Insurance Premium - as per the policy of the Company.
  - x. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.
  - xi. Gratuity and/or contribution to the Gratuity Fund of Company - as per the policy of the Company.
  - xii. Other Allowances/benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and/or which may become applicable in the future and/or any other allowance, perquisites as the Board may from time to time decide.
  - xiii. Any other one time/periodic retirement allowances/benefits as may be decided by the Board at the time of retirement.
- B.** Subject as aforesaid, the Whole Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- C.** For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Mudit Goyal, Whole Time Director will be considered as continuous service with the Company from the date of his joining.
- D.** The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.
- E.** When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Mudit Goyal in accordance with the applicable provisions of Schedule V of the Act.

In accordance with the Schedule V and other applicable provisions of the Companies Act, 2013, on the recommendation made by the NRC of the Company at its meeting held on August 28, 2020, the Board of Directors of the Company at its meeting held on even date have approved the payment of remuneration as detailed above except commission, subject to such other approvals as may be necessary, as minimum remuneration to Mr. Mudit Goyal in the absence or inadequacy of profits in any Financial Year(s) during his remaining tenure i.e. upto March 31, 2023.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No. 5 is annexed hereto as **ANNEXURE 3**

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Mudit Goyal and Mr. Vikas Goel, who is related to Mr. Mudit Goyal, is in any way concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

## **ANNEXURE TO ITEM No. 2 OF THE NOTICE**

### **APPOINTMENT/RE-APPOINTMENT 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 GOEL (DIN: 05122585 )
<b>Age</b>	47
<b>Date of Birth</b>	10/01/1972
<b>Original Date of appointment</b>	28/11/2011
<b>Qualification</b>	Metric Passed
<b>Experience and expertise in specific functional area</b>	He is having over 3 decades of experience in Wheat Flour & Rice industry, with his hands-on approach. He took over the reins of Megastar Foods Limited as Director in November, 2011. Since then he has steered the destiny of Megastar Foods Limited with a single-minded focus of making Megastar an internationally reputed Flour Manufacturer. He is playing a vital role in formulating business strategies and effective implementation of the same with Mr. Vikas Gupta and Mr. Mudit Goyal. He is responsible for the expansion and overall management of the business of the Company.
<b>Terms and Conditions of Appointment / Reappointment</b>	As per the resolution passed by the shareholders at the Extra Ordinary General Meeting held on April 04, 2018, Mr. Vikas Goel was appointed as a Chairman and Managing director
<b>Remuneration last drawn</b>	Rs. 52.15 lakhs per annum with effect from 01.04.2020 (total remuneration for FY 2019-20 : Rs. 41.80 Lakhs)
<b>Remuneration proposed to be paid</b>	Rs. 52.15 Lakhs per annum with an increment of Rs. 6 lakhs per annum or as per the decision of the board
<b>Shareholding in Megastar Foods Limited as on 31<sup>st</sup> March, 2019</b>	24,92,660
<b>Relationship with other Directors/Key Managerial Personnel</b>	Mr. Vikas Goel is the father of Mr. Mudit Goyal
<b>Number of meetings of the Board attended during the year</b>	04
<b>Chairmanship/ Memberships of Committees of other public limited Companies</b>	NIL
<b>Directorship of other public limited Companies</b>	*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*

## ANNEXURE 1

### THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

#### I. GENERAL INFORMATION:

1. Nature of Industry: Manufacturers of wheat flour.
2. Date or expected date of commencement of commercial production: the Company is in operation since 2013.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not Applicable.**
- 4.(a)Standalone Financial performance based on given indicators:

(Rupees in Lakhs)

PARTICULARS	YEAR ENDED MARCH 31, 2020	YEAR ENDED MARCH 31, 2019
Income from Operations and other Income	16305.53	14236.53
Profit Before Tax, Depreciation and Finance Cost and extraordinary items	925.21	751.63
Profit/(Loss)before Tax	473.59	339.92
Profit/(Loss) after Tax	340.39	242.56

(Figures have been regrouped/recast wherever necessary)

- (b)Consolidated Financial performance based on given indicators:

(Rupees in Lakhs)

PARTICULARS	YEAR ENDED MARCH 31, 2020	YEAR ENDED MARCH 31, 2019
Income from Operations and other Income	16322.31	14236.53
Profit Before Tax, Depreciation and Finance Cost and extraordinary items	922.68	751.63
Profit/(Loss)before Tax	471.06	339.92
Profit/(Loss) after Tax	337.85	242.56

(Figures have been regrouped/recast wherever necessary)

5. Foreign investments or collaborators, if any: Megastar Foods Limited has no foreign collaborators and hence there is no equity participation by foreign collaborators in the Company.

#### II. INFORMATION ABOUT Mr. VIKAS GOEL:

##### 1. Background details:

Mr. Vikas Goel is having over 3 decades of experience in Wheat Flour & Rice industry, with his hands-on approach. He took over the reins of Megastar Foods Limited as Director in November, 2011. Since then he has steered the destiny of Megastar Foods Limited with a single-minded focus of making Megastar an internationally reputed Flour Manufacturer.

Mr. Goel aged 47 years; He is playing a vital role in formulating business strategies and effective implementation of the same with Mr. Vikas Gupta and Mr. Mudit Goyal. He is responsible for the expansion and overall management of the business of our Company.

##### 2. Past remuneration:

FINANCIAL YEARS	AMOUNT (Rs. IN LAKH)
2017-18	15.00
2018-19	41.80
2019-20	41.80

3. **Recognition or Awards:** under the dynamic leadership of Mr. Vikas Goel and other Executive Director, the Company has won the following notable awards:

- a. Megastar was bestowed with the honour of "MOST DEPENDABLE PARTNER" in year 2018 by Jubilant Foodworks Limited.
- b. In year 2019, Megastar was awarded for recognition of "EXCEPTIONAL PERFORMANCE" by ITC Limited.



c. Megastar was considered as valued supply partner and member of “Nestle India Golden Circle”

**4. Job Profile and his suitability:** Mr. Vikas Goel as Chairman and Managing Director is responsible for the expansion and overall management of the business of our Company.

**5. Remuneration proposed:** As stated in the Explanatory Statement at Item No. 4 of this Notice.

**6. Comparative remuneration policy with respect to industry, size of the company, profile of the position and person:**

The remuneration as proposed of Mr. Vikas Goel is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company. Moreover in his position as Chairman.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:**

Besides the remuneration proposed, Mr. Vikas Goel does not have any pecuniary relationship with the Company. Mr. Vikas Goel is the father of Mr. Mudit Goyal, Whole Time Director of the Company. Mr. Vikas Goel belongs to the Promoter Group. Mr. Vikas Goel, Chairman and Managing Director holds 24,92,660 equity shares in the share capital of the Company.

### **III. OTHER INFORMATION:**

#### **1. Reasons of loss or inadequacy of profits:**

The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Vikas Goel i.e. till March 31, 2023.

#### **2. Steps taken or proposed to be taken for improvement:**

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium manufacturer and powerful brands are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.

#### **3. Expected increase in productivity and profits in measurable terms:**

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

### **IV. DISCLOSURES:**

1. Remuneration package of the managerial person: Fully described in the explanatory statement as stated above.

2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2019-20: The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2019-20 of the Company.

## ANNEXURE 2

### THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

#### I. GENERAL INFORMATION:

1. Nature of Industry: Manufacturers of wheat flour.
2. Date or expected date of commencement of commercial production: the Company is in operation since 2013.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not Applicable.**
4. (a) Standalone Financial performance based on given indicators:

(Rupees in Lakhs)

PARTICULARS	YEAR ENDED MARCH 31, 2020	YEAR ENDED MARCH 31, 2019
Income from Operations and other Income	16305.53	14236.53
Profit Before Tax, Depreciation and Finance Cost and extraordinary items	925.21	751.63
Profit/(Loss) before Tax	473.59	339.92
Profit/(Loss) after Tax	340.39	242.56

(Figures have been regrouped/recast wherever necessary)

- (b) Consolidated Financial performance based on given indicators:

(Rupees in Lakhs)

PARTICULARS	YEAR ENDED MARCH 31, 2020	YEAR ENDED MARCH 31, 2019
Income from Operations and other Income	16322.31	14236.53
Profit Before Tax, Depreciation and Finance Cost and extraordinary items	922.68	751.63
Profit/(Loss) before Tax	471.06	339.92
Profit/(Loss) after Tax	337.85	242.56

(Figures have been regrouped/recast wherever necessary)

5. Foreign investments or collaborators, if any: Megastar Foods Limited has no foreign collaborators and hence there is no equity participation by foreign collaborators in the Company.

#### II. INFORMATION ABOUT Mr. VIKAS GUPTA:

##### 1. Background details:

Mr. Vikas Gupta has a profound experience of more than 17 years in Wheat Flour. Mr. Gupta has directly overseen the production, HR and administration, as well as participates in business development since its very inception. He is responsible and authorized for ensuring that the processes needed for the management system are established, implemented & maintained.

Mr. Gupta aged 44 years; He holds a degree of Bachelor of Commerce and Inter passed certificate from ICAI. He is playing a vital role in formulating business strategies and effective implementation of the same with Mr. Vikas Goel and Mr. Mudit Goyal.

##### 2. Past remuneration:

FINANCIAL YEARS	AMOUNT (Rs. IN LAKH)
2017-18	15.00
2018-19	41.80
2019-20	41.80

3. **Recognition or Awards:** under the dynamic leadership of Mr. Vikas Gupta and other Executive Director, the Company has won the following notable awards:

- a. Megastar was bestowed with the honour of "MOST DEPENDABLE PARTNER" in year 2018 by Jubilant Foodworks Limited.
- b. In year 2019, Megastar was awarded for recognition of "EXCEPTIONAL PERFORMANCE" by ITC Limited.

c. Megastar was considered as valued supply partner and member of “Nestle India Golden Circle”

**4. Job Profile and his suitability:** Mr. Vikas Gupta as Whole Time Director is responsible and authorized for ensuring that the processes needed for the management system are established, implemented & maintained.

**5. Remuneration proposed:** As stated in the Explanatory Statement at Item No. 5 of this Notice.

**6. Comparative remuneration policy with respect to industry, size of the company, profile of the position and person:**

The remuneration as proposed of Mr. Vikas Gupta is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:**

Besides the remuneration proposed, Mr. Vikas Gupta does not have any pecuniary relationship with the Company. Mr. Vikas Gupta belongs to the Promoter Group. Mr. Vikas Gupta, Whole Time Director holds 21,39,900 equity shares in the share capital of the Company.

### **III. OTHER INFORMATION:**

#### **1. Reasons of loss or inadequacy of profits:**

The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Vikas Gupta i.e. till March 31, 2023.

#### **2. Steps taken or proposed to be taken for improvement:**

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium manufacturer and powerful brands are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.

#### **3. Expected increase in productivity and profits in measurable terms:**

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

### **IV. DISCLOSURES:**

**1. Remuneration package of the managerial person:** Fully described in the explanatory statement as stated above.

**2. Disclosures in the Board of Directors’ report under the heading ‘Corporate Governance’ included in Annual Report 2019-20:** The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2019-20 of the Company.

### ANNEXURE 3

#### THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

##### I. GENERAL INFORMATION:

1. Nature of Industry: Manufacturers of wheat flour.
2. Date or expected date of commencement of commercial production: the Company is in operation since 2013.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not Applicable.**
4. (a) Standalone Financial performance based on given indicators:

(Rupees in Lakhs)

PARTICULARS	YEAR ENDED MARCH 31, 2020	YEAR ENDED MARCH 31, 2019
Income from Operations and other Income	16305.53	14236.53
Profit Before Tax, Depreciation and Finance Cost and extraordinary items	925.21	751.63
Profit/(Loss) before Tax	473.59	339.92
Profit/(Loss) after Tax	340.39	242.56

(Figures have been regrouped/recast wherever necessary)

- (b) Consolidated Financial performance based on given indicators:

(Rupees in Lakhs)

PARTICULARS	YEAR ENDED MARCH 31, 2020	YEAR ENDED MARCH 31, 2019
Income from Operations and other Income	16322.31	14236.53
Profit Before Tax, Depreciation and Finance Cost and extraordinary items	922.68	751.63
Profit/(Loss) before Tax	471.06	339.92
Profit/(Loss) after Tax	337.85	242.56

(Figures have been regrouped/recast wherever necessary)

5. Foreign investments or collaborators, if any: Megastar Foods Limited has no foreign collaborators and hence there is no equity participation by foreign collaborators in the Company.

##### II. INFORMATION ABOUT Mr. MUDIT GOYAL:

###### 1. Background details:

Mr. Mudit Goyal is having over 3years of experience in Wheat Flour & Rice industry and joined the Company recently in 2018 he looks after the marketing operations of the company.

Mr. Goyal aged 26 years; He holds a degree of Master of Business Administration (MBA) from AMITY GLOBAL. He is playing a vital role in formulating business strategies and effective implementation of the same with Mr. Vikas Gupta and Mr. Vikas Goel.

###### 2. Past remuneration:

FINANCIAL YEARS	AMOUNT (Rs. IN LAKH)
2018-19	21.10
2019-20	21.10

3. **Recognition or Awards:** under the dynamic leadership of Mr. Mudit Goyal and other Executive Director, the Company has won the following notable awards:

- a. Megastar was bestowed with the honour of "MOST DEPENDABLE PARTNER" in year 2018 by Jubilant Foodworks Limited.
- b. In year 2019, Megastar was awarded for recognition of "EXCEPTIONAL PERFORMANCE" by ITC Limited.
- c. Megastar was considered as valued supply partner and member of "Nestle India Golden Circle"

4. **Job Profile and his suitability:** Mr. Mudit Goyal as Whole Time Director is responsible for the expansion and overall management of the business of our Company.

**5. Remuneration proposed:** As stated in the Explanatory Statement at Item No. 6 of this Notice.

**6. Comparative remuneration policy with respect to industry, size of the company, profile of the position and person:**

The remuneration as proposed of Mr. Mudit Goyal is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company.

**7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:**

Besides the remuneration proposed, Mr. Mudit Goyal does not have any pecuniary relationship with the Company. Mr. Mudit Goyal is the son of Mr. Vikas goel, Chairman & Managing Director of the Company. Mr. Mudit Goyal belongs to the Promoter Group. Mr. Mudit Goyal, Whole Time Director holds 1, 81,500 equity shares in the share capital of the Company.

**III. OTHER INFORMATION:**

**1. Reasons of loss or inadequacy of profits:**

The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Mudit Goyal i.e. till March 31, 2023.

**2. Steps taken or proposed to be taken for improvement:**

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium manufacturer and powerful brands are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.

**3. Expected increase in productivity and profits in measurable terms:**

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

**IV. DISCLOSURES:**

**1. Remuneration package of the managerial person:** Fully described in the explanatory statement as stated above.

**2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2019-20:** The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2019-20 of the Company.