



**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
 As on financial year ended on 31.03.2019  
 Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L15311CH2011PLC033393
2.	Registration Date	28/11/2011
3.	Name of the Company	MEGASTAR FOODS LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares / Indian Non-Government Company
5.	Address of the Registered office & contact details	PLOT NO. 807, INDUSTRIAL AREA, PHASE-II CHANDIGARH, E-mail ID: <a href="mailto:cs@megastarfoods.com">cs@megastarfoods.com</a>
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	SKYLINE FINANCIAL SERVICES PRIVATE LIMITED D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi - 110020 Tel No.: +91 11 64732681-88 Fax No.: +91 11 26812682 Email: <a href="mailto:viren@skylinerta.com">viren@skylinerta.com</a> ;

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)**

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Flour milling	10611	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	Name & Address of the company	CIN/GLN	Holding/ Associate	Subsidiary/	% of Shares Held	Applicable Section
NIL						

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	6705700	--	6705700	92.83	6741700	--	6741700	68.07	(24.76)
b) Central Govt									
c) State Govt(s)									

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d) Bodies Corp.									
e) Banks / FI									
f) Any other									
<b>Sub Total (A) (1)</b>	6705700	--	6705700	92.83	6741700	--	6741700	68.07	(24.76)
<b>(2) Foreign</b>									
a) NRIs-Individuals									
b) Other-Individuals									
c) Bodies Corp.									
d) Banks/ FI									
e) Any Other									
<b>Sub Total (A) (2)</b>	--	--	--	--	--	--	--	--	--
<b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>6705700</b>	<b>--</b>	<b>6705700</b>	<b>92.83</b>	<b>6741700</b>	<b>--</b>	<b>6741700</b>	<b>68.07</b>	<b>(24.76)</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	--	--	--	--	--	--	--	--	--
<b>2.Non-Institutions</b>									
a) Bodies Corp.									
i) Indian					260000		260000	2.63	2.63
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs 2 lakh					338000		338000	3.41	3.41
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	518000	--	518000	7.17	2538000	--	2538000	25.63	18.46
c) Others (specify)									
a. NRI					2000		2000	0.02	0.02
b. HUF					24000		24000	0.24	0.24
<b>Sub-total (B)(2):-</b>	518000	--	518000	7.17	3162000	--	3162000	31.93	24.76
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	518000	--	518000	7.17	3162000	--	3162000	31.93	24.76

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C. Shares held by Custodian for GDRs & ADRs	-	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>7223700</b>	--	<b>7223700</b>	<b>100</b>	<b>9903700</b>	--	<b>9903700</b>	<b>100</b>	--

**(ii) Shareholding of Promoter-**

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Vikas Goel	2492660	34.51	--	2492660	25.17	--	(9.34)
2	Vikas Gupta	2103900	29.12	--	2139900	21.61	--	(7.51)
3	Indira Rani	Nil	---	--	242000	2.44	--	2.44
4	Mudit Goyal	181500	2.51	--	181500	1.83	--	(0.68)
5	Pankaj Goyal	1121054	15.52	--	1121054	11.32	--	(4.20)
6	Sat Pal Gupta	302500	4.18	--	302500	3.05	--	(1.13)
7	Shivani Gupta	262086	3.63	--	262086	2.65	--	(0.98)
8	Madan Lal Aggarwal	242000	3.35	--	--	--	--	(3.35)

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

S. No.	Particulars	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Date of transaction	No. of shares	No. of shares	% of total shares of the company
1.	<b>INDIRA RANI</b>						
	At the beginning of the year	Nil	--				
	Date wise Increase / Decrease in Promoters Shareholding Add: Shares Transferred from Mr. Madan Lal Aggarwal dated 05.05.2018			05/05/2018	242000	242000	2.44
	At the end of the year					242000	2.44
2.	<b>MADAN LAL AGGARWAL</b>						
	At the beginning of the year	242000	3.35				
	Date wise Increase / Decrease in Promoters Shareholding Less: Share Transferred to Mrs. Indira Rani dated 05.05.2018			05/05/2018	(242000)	(242000)	(3.35)
	At the end of the year					Nil	--
3.	<b>VIKAS GUPTA</b>						
	At the beginning of the year	210390	29.12				

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	0						
Date wise Increase / Decrease in Promoters Shareholding							
Add: purchase from open market dated: 16.11.2018			16/11/2018	12000	2115900	21.36	
Add: purchase from open market dated: 07.12.2018			07/12/2018	8000	2123900	21.44	
Add: purchase from open market dated: 11.01.2019			11/01/2019	14000	2137900	21.59	
Add: purchase from open market dated: 25.01.2019			25/01/2019	2000	2139900	21.61	
At the end of the year					2139900	21.61	

**(iv) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No	Particulars	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Date of transaction	No. of shares	No. of shares	% of total shares of the company
1.	<b>ROOPKANTA ARUN RAJ</b>						
	At the beginning of the year	468000	6.48				
	Date wise Increase / Decrease in Promoters Shareholding			--	--	--	--
	At the end of the year					468000	4.73
2.	<b>SANDEEP GOYAL</b>						
	At the beginning of the year	Nil	Nil				
	Increase / Decrease Add: Trade in open market			30/08/2018 21/12/2018	100000 276000	100000 376000	1.00 3.80
	At the end of the year					376000	3.80
3.	<b>BEELINE BROKING LIMITED</b>						
	At the beginning of the year	Nil	Nil				
	Increase / Decrease Add: trade in open market			03/08/2018 10/08/2018 17/08/2018 24/08/2018 07/09/2018 28/09/2018 05/10/2018 02/11/2018 09/11/2018 16/11/2018	772000 12000 12000 8000 4000 8000 4000 4000 (4000) 2000	772000 784000 796000 804000 808000 816000 820000 824000 820000 822000	7.80 7.92 8.04 8.12 8.16 8.24 8.28 8.32 8.28 8.30

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				23/11/2018	2000	824000	8.32
				30/11/2018	(2000)	822000	8.30
				07/12/2018	2000	824000	8.32
				21/12/2018	(548000)	276000	2.79
				04/01/2019	4000	280000	2.83
				11/01/2019	(4000)	276000	2.79
				18/01/2019	(34000)	242000	2.44
				25/01/2019	6000	248000	2.50
				08/02/2019	2000	250000	2.52
				22/02/2019	6000	256000	2.58
				01/03/2019	(8000)	248000	2.50
				29/03/2019	4000	252000	2.54
	At the end of the year					252000	2.54
4.	<b>SHIVA BUDHIRAJA</b>						
	At the beginning of the year	Nil	Nil				
	Increase / Decrease Add: trade in open market			21/12/2018	206000	206000	2.08
	At the end of the year					206000	2.08
5.	<b>RENU MAKIN</b>						
	At the beginning of the year	Nil	Nil				
	Increase / Decrease Add: trade in open market			03/08/2018	196000	196000	1.98
	At the end of the year					196000	1.98
6.	<b>PAWAN AGARWAL</b>						
	At the beginning of the year	Nil	Nil				
	Increase / Decrease Add: trade in open market			03/08/2018 09/11/2018	132000 4000	132000 136000	1.33 1.37
	At the end of the year					136000	1.37
7.	<b>RAJINDER BANSAL</b>						
	At the beginning of the year	Nil	Nil				
	Increase / Decrease Add: trade in open market			03/08/2018	124000	124000	1.25
	At the end of the year					124000	1.25
8.	<b>KARNESH SHARMA</b>						
	At the beginning of the year	Nil	Nil				
	Increase / Decrease Add: trade in open market			03/08/2018 10/08/2018 14/09/2018	16000 80000 16000	16000 96000 112000	0.16 0.97 1.13
	At the end of the year					112000	1.13

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9.	<b>HITESH GARG</b>						
	At the beginning of the year	Nil	Nil				
	Increase / Decrease						
	Add: trade in open market			03/08/2018	44000	44000	0.44
				21/12/2018	66000	110000	1.11
			04/01/2019	(4000)	106000	1.07	
			11/01/2019	(4000)	102000	1.03	
	At the end of the year					102000	1.03
10.	<b>JAGDISH RAI GOYAL</b>						
	At the beginning of the year	Nil	Nil				
	Increase / Decrease						
	Add: trade in open market			03/08/2018	96000	96000	0.97
	At the end of the year						96000

**(v) Shareholding of Directors and Key Managerial Personnel:**

S. No	Particulars	Shareholding at the beginning of the year		Transactions during the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date of transaction	No. of shares	No. of shares	% of total shares of the company
1.	<b>VIKAS GOEL</b>						
	At the beginning of the year	2492660	34.51				
	Date wise Increase / Decrease in Director Shareholding	--	--	--	--	--	--
	At the end of the year					2492660	25.17
2.	<b>VIKAS GUPTA</b>						
	At the beginning of the year	2103900	29.12				
	Date wise Increase / Decrease in Director Shareholding						
	Add: purchase from open market dated: 16.11.2018			16/11/2018	12000	2115900	21.36
	Add: purchase from open market dated: 07.12.2018			07/12/2018	8000	2123900	21.44
	Add: purchase from open market dated: 11.01.2019			11/01/2019	14000	2137900	21.59
	Add: purchase from open market dated: 25.01.2019			25/01/2019	2000	2139900	21.61
At the end of the year					2139900	21.61	
3.	<b>MUDIT GOYAL</b>						

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	At the beginning of the year	181500	2.51				
	Date wise Increase / Decrease in Director Shareholding	--	--	--	--	--	--
	At the end of the year					181500	1.83
4.	<b>AMIT MITTAL</b>						
	At the beginning of the year	Nil	Nil				
	Date wise Increase / Decrease in Director Shareholding	--	--	--	--	--	--
	At the end of the year	Nil	Nil			Nil	Nil
5.	<b>PRABHAT KUMAR</b>						
	At the beginning of the year	Nil	Nil				
	Date wise Increase / Decrease in Director Shareholding	--	--	--	--	--	--
	At the end of the year	Nil	Nil			Nil	Nil
6.	<b>SAVITA BANSAL</b>						
	At the beginning of the year	Nil	Nil				
	Date wise Increase / Decrease in Director Shareholding	--	--	--	--	--	--
	At the end of the year	Nil	Nil			Nil	Nil

**V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment (in Lakhs):**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	2447.25	626.82	--	3074.07
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
<b>Total (i+ii+iii)</b>	<b>2447.25</b>	<b>626.82</b>	<b>--</b>	<b>3074.07</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	218.15	53.71	--	271.86
* Reduction	345.49	59.11	--	404.60
<b>Net Change</b>	<b>-127.34</b>	<b>-5.40</b>	<b>--</b>	<b>-132.74</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	2319.91	621.42	--	2941.33
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	2.97	--	--	2.97
<b>Total (i+ii+iii)</b>	<b>2322.88</b>	<b>621.42</b>	<b>--</b>	<b>2944.3</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS, DIRECTOR AND/OR MANAGER:**

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager/ Director			Total Amount
		Vikas Goel	Vikas Gupta	Mudit Goyal	
1	<b>Gross salary</b>				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	36,00,000	36,00,000	18,00,000	90,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	5,79,600	5,79,600	3,09,600	14,68,800
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-
5	Others, please specify	--	--	--	-
	<b>Total (A)</b>	<b>41,79,600</b>	<b>41,79,600</b>	<b>21,09,600</b>	<b>1,04,68,800</b>

**B. REMUNERATION TO OTHER DIRECTORS**

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
		SAVITA BANSAL	AMIT MITTAL	PRABHAT KUMAR	
1	<b>Independent Directors</b>	NIL	NIL	NIL	
	Fee for attending board committee meetings	20,000	20,000	20,000	60,000
	Commission				
	Others, please specify				
	<b>Total (1)</b>				
2	<b>Other Non-Executive Directors</b>				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	<b>Total (2)</b>				
	<b>Total (B)=(1+2)</b>	<b>20,000</b>	<b>20,000</b>	<b>20,000</b>	<b>60,000</b>
	<b>Total Managerial Remuneration</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	
	<b>Overall Ceiling as per the Act</b>				



**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

S. No.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	CS Robin Kumar From 27/02/2019 to 31/03/2019	CS Neharika Sodhi From 01/04/2018 to 27/02/2019	CFO Vijay Sharma	Total
1	Gross salary	NIL	37,500	2,80,170	5,04,000	8,21,670
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission					
	- as % of profit					
	others, specify					
5	Others, please specify					
	<b>Total</b>	NIL	37,500	2,80,170	5,04,000	8,21,670

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Punishment/ fees imposed	Penalty / Compounding	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>						
Penalty	NIL					
Punishment						
Compounding						
<b>B. DIRECTORS</b>						
Penalty	NIL					
Punishment						
Compounding						
<b>C. OTHER OFFICERS IN DEFAULT</b>						
Penalty	NIL					
Punishment						
Compounding						

Date: 09.08.2019  
Place: Chandigarh

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
**MEGASTAR FOODS LIMITED**

**VIKAS GOEL**  
Chairman-cum-Managing Director  
(DIN: 05122585)

**VIKAS GUPTA**  
Whole Time Director  
(DIN: 05123386)