

KANWALJIT SINGH

B. Com., F.C.S., I.P.

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Report of Scrutinizer

[Pursuant to section 110 of the Companies Act, 2013 and Rule 22 (9) of the Companies (Management and Administration) Rules, 2014 as amended]

To,
Chairman,
Megastar Foods Limited
Plot No. 807,
Industrial Area, Phase-II,
Chandigarh.

Result of Fresh E-Voting for Postal ballot

In respect of Special Resolution (1) for the purpose of Issue of 1,00,000 Equity Shares to Promoters and Promoter Group of the Company on a preferential basis at the Postal Ballot Notice Dated 23rd August 2021 of the members of "MEGASTAR FOODS LIMITED" in respect of which fresh remote E-voting was conducted for confirmation on the aforesaid Special Resolution for the issuance of 1,00,000 equity shares of Rs.10/- each at an issue price of Rs. 50.00/- per equity share to Promoters and Promoter Group of the Company by way of preferential allotment on preferential basis.

Dear Sir,

1. I, Kanwaljit Singh Thanewal, Practicing Company Secretary, at S.C.O. 64-65, 1st Floor, Sector 17 A, Madhya Marg, Chandigarh was appointed as Scrutinizer by the Board of Directors of **Megastar Foods Limited** (the Company), in their meeting held on 23rd August, 2021, for the purpose of scrutinizing the e-voting process (remote e-voting) of postal ballot pursuant to section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the resolutions stated in the Notice of the Postal Ballot dated 23rd August 2021 proposed to be passed by the equity shareholders of the Company.
2. The result of the said postal ballot was declared by the Company on 28th September, 2021. As a prudent and a cautious approach, notwithstanding the interpretation of Clause 14(1)(c) of the Articles of Association of the Company read with SEBI (ICDR) regulations, 2018, as amended from time to time, the company had sought a fresh valuation of its Equity Shares using multiple methods as on the relevant date i.e. 27th August, 2021, as detailed in the Valuation Report of the Registered Valuer Mr. Abhishek Chhajed, dated 10th November, 2021. RV Registration No – IBB/RV/03/2020/13674
3. The company has decided to offer, only to those shareholders who had previously voted on the Resolution Set Out in the Item No. 1 of Postal ballot notice dated 23rd August 2021 an option to vote on the said resolution again taking in account the new information pertaining to



to the pricing of the shares as disclosed to them in the Valuation Report dated 10th November, 2021. The communication for the same was made to only those shareholders, who had previously voted on such resolution on their registered email ids.

4. The fresh e-voting began on Sunday, 14th November, 2021 at 9.00 A.M. (IST) and ended on Tuesday, 16th November, 2021 at 05.00 P.M. (IST).

5. The result of the E-voting conducted through the postal ballot is hereunder:

The results of voting are as under:

1. Issue of Equity Shares to Promoters and Promoter Group of the Company on a preferential basis

Mode of Voting	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Postal Ballot through E-voting	19	7625700	18	7621700	1	4000	-	-
% to total valid votes				99.95		0.05		-

6. The result of the fresh E-voting is hereunder:

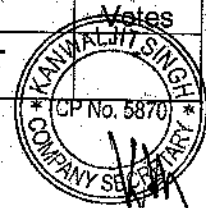
1. Issue of Equity Shares to Promoters and Promoter Group of the Company on a preferential basis

Mode of Voting	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Postal Ballot through E-voting	3	374000	3	374000	-	-	-	-
% to total valid votes	-	-	-	100	-	-	-	-

7. The consolidated result of the E-voting through Postal ballot and Fresh E-voting is hereunder:

1. Issue of Equity Shares to Promoters and Promoter Group of the Company on a preferential basis.

Mode of Voting	Consolidated Details of Valid Votes		Votes Cast in Favour		Votes Cast Against		Invalid Votes	
	Total No. of Members	Total No. of shares/ votes held	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes	No. of Members	No. of shares/ Votes
Postal Ballot	16	7251700	15	7247700	1	4000	-	-



through E-voting								
Fresh E-Voting	3*	374000	3*	374000	-	-	-	
% to total valid votes	19	7625700	1	99.95		0.05		-

* The votes cast by the shareholders in the Postal Ballot through E-voting (3 in number) who have again voted in the fresh E-voting process have not been included in the consolidated result under the column Postal Ballot through E-voting, instead their votes have been presented under the column Fresh E-Voting.

8. All data and other relevant records of voting process given/ provided/ maintained in electronic mode will remain in my custody until the Chairman considers, approves, and signs the Minutes of postal ballot and Fresh E-voting and the same shall be handed over to the Chairman/person authorized by him for safe keeping.

Based upon the above details of votes cast, the Chairman may declare the result.

Thanking you,

Yours Sincerely,



Kanwaljit Singh Thanewal
Company Secretary in Practice
CP No. 5870
FCS No. 5901

Date: 18.11.2021

Place: Chandigarh

UDIN: F005901C001468835

Note:

1. This report is based on the votes casted in through remote E-Voting. The applicability of the provisions of Section 188 and rules made thereunder regarding the non-voting by the interested parties on the resolutions covered in the Notice, if any, have not been taken into account while compiling this report. The management may declare the result after taking into consideration the applicability of provisions of Section 188.