

MEGASTAR FOODS LIMITED**CIN:** L15311CH2011PLC033393**Regd. Off:** Plot No. 807, Industrial Area, Phase-IIChandigarh-160002; **Telephone:** +91 172 2653807, 5005024**Works:** Kurali-Ropar Road, Village Solkhian-140108

Distt. Rupnagar, Punjab

Telephone: +91 1881 240403-240406**Website:** www.megastarfoods.com;**Email:** cs@megastarfoods.com**MFL/CS/2025-26/01****Date: April 05, 2025**

To,

The Manager**Listing Department****BSE Limited**Floor 25 Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001,
Maharashtra.

To,

The Manager**Listing Department****National Stock Exchanges of India Limited**“Exchange Plaza”, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai-400051, Maharashtra.

Dear Sir/Madam,

Subject: Voting Results of Postal Ballot and Scrutinizer's Report**Ref: Megastar Foods Limited (MEGASTAR | 541352 | INE00EM01016)**

Dear Sir/ Madam,

In furtherance to our letters dated 03.03.2025, this is to inform that the members of the company have duly approved the following Resolutions with requisite majority:

Item No.	Description of resolution	Type of resolution
1	Increase in Limits of Borrowings under Section 180 (1) (c) of the Companies Act, 2013	Special resolution
2.	Increase in Limits for creating mortgage/hypothecation/charge on assets of the Company under Section 180 (1) (a) of the Companies Act, 2013	Special resolution
3.	Material Related Party Transaction(s) with Ganesh Flour Mills	Ordinary Resolution

Accordingly, we are pleased to submit herewith the following:

- Voting Results of Postal Ballot through remote e-voting pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- Report of the Scrutinizer dated 5th April, 2025 pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

The aforesaid information will also be disclosed on the website of the Company www.megastarfoods.com and on the website of CDSL www.evotingindia.com.

Kindly take the same on record.

Thanking you
For, **Megastar Foods Limited**

Vikas Gupta
Whole Time Director
DIN: 05123386

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Distt. Rupnagar, Punjab

Telephone: +91 1881 240403-240406**Website:** www.megastarfoods.com;**Email:** cs@megastarfoods.com

Voting Results of the Postal Ballot pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Company Name	Megastar Foods Limited
Date of Postal Ballot Notice	24.02.2025
Remote E-voting Period	
Start Date	05.03.2025 (9.00 a.m.)
End Date	03.04.2025 (5.00 p.m.)
Record Date / Cut-off date	28.02.2025
Total Number of Shareholders on record date (cut-off date for voting purpose)	9008
No. of Shareholders present in the meeting either in person or through proxy	N.A. (Resolutions passed through Postal Ballot)
Promoters and Promoter Group Public	
No. of Shareholders attended the meeting through Video Conferencing	N.A. (Resolutions passed through Postal Ballot)
Promoters and Promoter Group Public	

Agenda wise disclosure Agenda

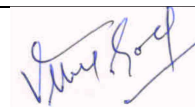
Item 1: Increase in limits of Borrowings Under Section 180 (1) (C) Of The Companies Act, 2013

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in Limits of Borrowings under Section 180 (1) (c) of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6941700	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		6941700	100.00	6941700	0	100.0000	0.0000
	Total		6941700	100.00	6941700	0	100.0000	0.0000
Public-Institutions	E-Voting	368832	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		368832	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3983168	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		214550	5.39	214508	42	99.98	0.02
	Total		3983168	5.39	214508	42	99.98	0.02
Total		11293700	7156250	63.36	7156208	42	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	

Agenda wise disclosure Agenda

Item 2: Increase in Limits for creating Mortgage/Hypothecation/Charge on Assets of the Company under Section 180 (1) (A) of the Companies Act, 2013

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in Limits for creating Mortgage/Hypothecation/Charge on Assets of the Company under Section 180 (1) (A) of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6941700	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		6941700	100.00	6941700	0	100.0000	0.0000
	Total	6941700	6941700	100.00	6941700	0	100.0000	0.0000
Public-Institutions	E-Voting	368832	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	368832	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3983168	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		214550	5.39	214510	40	99.98	0.02
	Total	3983168	214550	5.39	214510	40	99.98	0.02
Total		11293700	7156250	63.36	7156210	40	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	



Agenda wise disclosure Agenda

Item 3: Material Related Party Transaction(s) with Ganesh Flour Mills

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Material Related Party Transaction(s) with Ganesh Flour Mills				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6941700	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0.0000
	Total	6941700	0	0	0	0	0	0
Public-Institutions	E-Voting	368832	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	368832	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	3983168	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		214550	5.39	214545	5	99.998	0.002
	Total	3983168	214550	5.39	214545	5	99.998	0.002
Total		11293700	214550	1.898	214545	5	99.998	0.002
Whether resolution is Pass or Not.							Yes	

*There were 36,000 invalid votes on the resolution.

Report of Scrutinizer

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman,
Megastar Foods Limited
Plot No. 807, Industrial Area,
Phase-II, Chandigarh - 160102

Result of Postal Ballot of Megastar Foods Limited

Dear Sir,

1. I, Ajay K Arora, 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 24th February, 2025 for the purpose of scrutinizing the e-voting process (remote e-voting) of Postal Ballot pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for, inter-alia, conducting postal ballot through e-voting vide General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, and 09/2024 dated 19th September, 2024 ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), Secretarial Standard - 2 ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, in respect of the following resolutions stated in the Notice of the Postal Ballot dated 24th February, 2025 proposed to be passed by the equity shareholders of the Company:

2.

Sr. No.	Description of Resolutions
1	Increase in the limits of Borrowings under Section 180(1)(c) of the Companies Act, 2013. (as a Special Resolution)
2	Increase in limits for creating mortgage/hypothecation/ charge on assets of the Company under Section 180(1)(a) of the Companies Act, 2013. (as a Special Resolution)
3	Material Related Party Transaction(s) with Ganesh Flour Mills. (as an Ordinary Resolution)

AJAY
ARORA

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by AJAY ARORA
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2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) of postal ballot by the shareholders on the resolution proposed is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means of postal ballot are conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized, on the resolution, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL).
3. In accordance with the Notice of the Postal Ballot dated 24th February, 2025, dispatch of which to the shareholders by prescribed modes was completed on 3rd March, 2025. The remote e-voting for Postal Ballot of the Company commenced on 5th March, 2025 at 9.00 A.M. (IST) and ended on 3rd April, 2025 at 5.00 P.M. (IST). The remote e-voting facility was provided by CDSL.
4. The Equity Shareholders holding shares as on 28th February, 2025 (the "Cut-off Date"), were entitled to vote on the resolution stated in the Notice of the Postal Ballot.

The results of remote e-voting are as under:

1. **As a Special Resolution: Increase in the limits of Borrowings under Section 180(1)(c) of the Companies Act, 2013.**

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/V otes	No. of Members	No. of shares/ Votes
Postal Ballot through E-voting	47	7156250	43	7156208	4	42	-	-
% to total valid votes				99.9995%		0.0005%		

2. **As a Special Resolution: Increase in limits for creating mortgage/ hypothecation/ charge on assets of the Company under Section 180(1)(a) of the Companies Act, 2013**

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/V otes	No. of Members	No. of shares/ Votes
Postal Ballot through E-voting	47	7156250	44	7156210	3	40	-	-
% to total valid votes				99.9995%		0.0005%		

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3. As an Ordinary Resolution: Material Related Party Transaction(s) with Ganesh Flour Mills

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	39	214550	38	214545	1	5	1	36000*
% to total valid votes				99.998%		0.002%		

*votes cast by the related party are considered invalid for the purpose of this resolution

5. Based on the votes cast in favour / against on the aforesaid resolutions by remote e-voting, Resolution Nos 1, 2, and 3 of the Postal Ballot Notice dated 24th February, 2025 has been passed with requisite majority.
6. Register of postal ballot 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 the same shall be handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours Sincerely,

AJAY
ARORA

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by AJAY ARORA
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Ajay K Arora
Company Secretary in Practice
CP No. 993
FCS No. 2191

UDIN: F002191G000033541

Date: 05.04.2025

Place: Chandigarh

Peer Review Cert. No.: 2120/2022

counter signed
For Megastar Foods Limited

[Handwritten Signature]

Vikas Goel
Managing Director
DIN: 05122585