



**MEGRI SOFT LIMITED**  
SCO 80 Sector 47-D Chandigarh 160047  
Ph. : +91-172- 2631550  
Cell : +91-9501168822, 9501168855  
Email: legal@megrisoft.com  
Website: www.megrisoft.com  
CIN: L72200CH1992PLC011996

To

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001 Email Id: corp.compliance@bseindia.com Scrip Code: 539012	Head- Listing & Compliance Metropolitan Stock Exchange of India Ltd. 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani junction, LBS Road, Kurla(West), Mumbai – 400070 Email Id: listingcompliance@msei.in Symbol: MEGRISOFT
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**Sub.: Disclosure of E-Voting Results and Scrutinizer Report of 33rd Annual General Meeting of the Company held on Monday, September 30, 2024**

**Ref.: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sirs/ Madam,

As per requirements of Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 we enclosed the following:

1. Report of the Scrutinizer on the e-voting conducted for the 33rd AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014.
2. Voting Results of the 33rd AGM, pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please note that all the items of the business contained in the Notice of 33rd AGM held on Monday, September 30, 2024 at 02:30 P.M. (IST) by way of Video Conferencing (VC)/Other Audio Video Means (OAVM) were approved by the Members with requisite majority.

This is for your information and records.

**Thanking You,**

**Yours Faithfully,  
For Megri Soft Limited**

**(Khushboo Goyal)**  
**Company Secretary & Compliance Officer**  
**M.No: 38151**

**Date: October 1, 2024**  
**Place: Chandigarh**

# VIKAS WASSON AND ASSOCIATES

Chartered Accountants

H.No. 1945/8 STREET No. 8  
PREET COLONY OPP. CIVIL  
HOSPITAL ROAD, ROPAR  
PUNJAB 140001  
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## CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act 2013 and  
Rule 20(3) of the Companies (Management and Administration) Rules, 2014, as amended  
by Companies (Management and Administration) Rules, 2015)

To  
The Chairman  
Megri Soft Limited  
S.C.O. 80, Sector 47-D,  
Chandigarh-160047

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the 33rd Annual General Meeting ('AGM') of Megri Soft Limited held on Monday, September 30, 2024, at 2:30 p.m. (IST) through video conferencing ('VC') and other audio visual means ('OAVM') and remote e-voting during the AGM, conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015('SEBI Listing Regulations')**

I, Vikas Wassan (Membership No.530011), Chartered Accountant in practice, Proprietor of M/s Vikas Wasson & Associates Chartered Accountants (FRN 026171N), was appointed as a Scrutinizer by the Board of Directors of **Megri Soft Limited**, ("The Company") for the purpose of scrutinizing the remote e-voting and e-voting process conducted during the 33rd Annual General Meeting of the Company held through VC/OAVM pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the resolutions forming part of this report considered at the AGM of the Company held on September 30, 2024, as per notice dated August 28, 2024.

I, submit my report as under:

1. The Ministry of Corporate Affairs ('MCA') has issued Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020; Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated 14th



December 2021 and Circular No. 2/2022 dated 5th May, 2022 and Circular No 10/2022 dated 28th December 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by SEBI ("the Circulars") and General Circular No. 09/2023 dated 25th September 2023, other Circulars issued by the Ministry of Corporate Affairs from time to time (collectively referred to as MCA Circulars) and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 which has provided extension to hold the Annual General Meeting through Video Conferencing (VC) / Other Audio Visual Means (AOVM), and the Company has adhered with the guidelines mentioned in the above circulars.

2. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.
3. My responsibility as a Scrutinizer for the remote e-voting process (i.e. remote e-voting and Insta Poll) and e-voting conducted during the 33rd AGM is restricted to make the Consolidated scrutinizers report on the votes castes 'in favour' or 'against' the resolutions stated in the said notice based on the report generated from the e-voting system provided by the Central Depository Services (India) Limited ('CDSL'), the agency engaged by the Company to provide remote e-voting facility and e-voting facility during the 33rd AGM.
4. The Notice of the 33rd AGM, dated September 30, 2024, was sent to the members on 28th August 2024 through email.
5. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules 2014 and as required under said circulars, the Company has published the newspaper advertisement about sending the notice of the 33rd AGM through email in the English Newspaper "Business Standard" and in the Punjabi Newspaper "Des Sewak" on 29th August 2024
6. The voting rights of the members were considered in proportion to their share in the paid-up equity share capital of the Company as on cut off day i.e. Monday, September 23, 2024.
7. The facility for remote e-voting and e-voting during the AGM was provided by Central Depository Services Limited (CDSL).
8. In terms of the aforesaid notice, the remote e-voting was kept open for 3 (three) days from Friday, September 27, 2024 (9.00 am) to Sunday, September 29, 2024 (5.00 pm). The members cast their votes electronically on a remote e-voting platform provided by the CDSL. The shareholders who were present at the 33rd AGM of the Company through VC / OAVM and had not voted through the remote e-voting process were allowed to cast their votes through e-voting system provided by CDSL during the 33rd AGM
9. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked, and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
10. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked and downloaded by the undersigned in the

presence of two witnesses who are not in the employment of the Company and a final electronic report was generated by me. The data generated was diligently scrutinized.

11. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and vote casted through e-voting during the AGM. The summary of the voting through the remote e-voting facility and e-voting process during the 33rd AGM is as under:

**RESOLUTION NO 1**

**Item No 1: Ordinary Resolution**

To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024, and the report of Auditors thereon.

Mode of Voting	Votes in favour of the resolution			Votes against the resolution		
	No of members voted	Number of votes casted (Shares)	%	No of members voted	Number of votes casted (Shares)	%
Remote e-voting	26	2836391	100%	0	0	0%
e-voting at the AGM	0	0	-	0	0	-
Total	26	2836391	100%	0	0	0%

**Invalid Votes: NIL**

**RESOLUTION NO 2**

**Item No 2: Ordinary Resolution**

To appoint a Director in place of Ms Aprajita Kohli (DIN: 02489600), who retires by rotation and, being eligible, offers herself for re-appointment.

Mode of Voting	Votes in favour of the resolution			Votes against the resolution		
	No of members voted	Number of votes casted (Shares)	%	No of members voted	Number of votes casted (Shares)	%
Remote e-voting	26	2836391	100%	0	0	0%
e-voting at	0	0	-	0	0	-



the AGM						
Total	26	2836391	100%	0	0	0%

**Invalid Votes: NIL**

### RESOLUTION NO 3

#### Item No 3: Ordinary Resolution

To appoint M/s. Narinder Kumar and Company, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration.

Mode of Voting	Votes in favour of the resolution			Votes against the resolution		
	No of members voted	Number of votes casted (Shares)	%	No of members voted	Number of votes casted (Shares)	%
Remote e-voting	26	2836391	100%	0	0	0%
e-voting at the AGM	0	0	-	0	0	-
Total	26	2836391	100%	0	0	0%

**Invalid Votes: NIL**

### RESOLUTION NO 4

#### Item No 4: Ordinary Resolution

To Approve Material Related Party Transaction(S) with Basel Investments Limited.

Mode of Voting	Votes in favour of the resolution			Votes against the resolution		
	No of members voted	Number of votes casted (Shares)	%	No of members voted	Number of votes casted (Shares)	%
Remote e-voting	26	2836391	100%	0	0	0%
e-voting at the AGM	0	0	-	0	0	-
Total	26	2836391	100%	0	0	0%

**Invalid Votes: NIL**

### RESOLUTION NO 5

**Item No 5: Special Resolution**

To appoint Ms. Diksha (DIN:07072776) as an Independent Director of the Company.

Mode of Voting	Votes in favour of the resolution			Votes against the resolution		
	No of members voted	Number of votes casted (Shares)	%	No of members voted	Number of votes casted (Shares)	%
Remote e-voting	26	2836391	100%	0	0	0%
e-voting at the AGM	0	0	-	0	0	-
Total	26	2836391	100%	0	0	0%

Invalid Votes: NIL

**RESOLUTION NO 6****Item No 6: Ordinary Resolution**

To approve material related party transactions between Megrisoft Limited, a subsidiary of the Company incorporated outside India in the United Kingdom, with Aprajita Kohli, Director.

Mode of Voting	Votes in favour of the resolution			Votes against the resolution		
	No of members voted	Number of votes casted (Shares)	%	No of members voted	Number of votes casted (Shares)	%
Remote e-voting	26	2836391	100%	0	0	0%
e-voting at the AGM	0	0	-	0	0	-
Total	26	2836391	100%	0	0	0%

Invalid Votes: NIL

**RESOLUTION NO 7****Item No 7: Ordinary Resolution**

Re-appointment of Mr. Rajnesh Sharma (DIN:02528435) as a Whole Time Director of the Company and fix remuneration



Mode of Voting	Votes in favour of the resolution			Votes against the resolution		
	No of members voted	Number of votes casted (Shares)	%	No of members voted	Number of votes casted (Shares)	%
Remote e-voting	26	2836391	100%	0	0	0%
e-voting at the AGM	0	0	-	0	0	-
Total	26	2836391	100%	0	0	0%

**Invalid Votes: NIL**

Based on the foregoing, all the above Resolutions Nos.1, 2, 3, 4, 5, 6 and 7, as mentioned in the Notice of the 33rd AGM of the Company dated August 28, 2024, were passed under remote e-voting and e-voting conducted during the AGM with the requisite majority.

12. Further, declare that

- This report is issued in accordance with the terms of the Engagement Letter.
- I have conducted my examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI") and Standards on Auditing specified under Section 143(10) of the Act. The Guidance Note requires that I comply with the ethical requirements of the Code of Ethics issued by ICAI.
- I have complied with the relevant applicable requirements of the Standard on Quality Control ("SQC") 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

All the relevant records of remote e-voting and e-voting during the AGM will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 33rd AGM, and the same shall be handed over thereafter to the Chairman or the Company Secretary for safekeeping.

For **Vikas Wasson and Associates**

Chartered Accountants

ICAI F. No. Registration Number: FRN 0026171N



**Vikas Wasson**

Proprietor

Membership Number: 530011

UDIN:- 24530011BKBKDE3740

Place of Signature: Ropar

Date: October 1, 2024

## Format for Voting Results

## Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of the AGM/EGM	Monday, 30th September, 2024
Total number of shareholders on record date	1083
No. of shareholders present in the meeting either in person or through proxy: Promoters and promoter group: Public :	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through video conferencing/ other audio-visual mean
No. of shareholders attended the meeting through Video Conferencing Promoters and promoter group: Public :	21 5 16

Agenda – wise disclosure (to be disclosed separately for each agenda item)

## Resolution No 1

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Description of Resolution			To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024, and the report of Auditors thereon.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)*100	No. of votes- in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)-[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2355200	2355200	100	2355200	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		2355200	2355200	100	2355200	0	100
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	481191	481191	100	481191	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		481191	481191	100	481191	0	100
Total		2836391	2836391	100	2836391	0	100	0

Detail of Invalid Votes: NIL

Whether resolution is Pass or Not. Yes

## Resolution No 2

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Description of Resolution			To appoint a Director in place of Ms Aprajita Kohli (DIN: 02489600), who retires by rotation, and, being eligible, offers herself for re-appointment					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)*100	No. of votes- in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)-[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2355200	2355200	100	2355200	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		2355200	2355200	100	2355200	0	100
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	481191	481191	100	481191	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		481191	481191	100	481191	0	100
Total		2836391	2836391	100	2836391	0	100	0

Detail of Invalid Votes: NIL

Whether resolution is Pass or Not. Yes



## Resolution No 3

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Description of Resolution			To appoint M/s. Narinder Kumar and Company, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)*100	No. of votes- in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)-[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2355200	2355200	100	2355200	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		2355200	2355200	100	2355200	0	100
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	481191	481191	100	481191	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		481191	481191	100	481191	0	100
Total		2836391	2836391	100	2836391	0	100	0

Detail of Invalid Votes: NIL

Whether resolution is Pass or Not. Yes

## Resolution No 4

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Description of Resolution			To Approve Material Related Party Transaction(S) with Basel Investments Limited					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)*100	No. of votes- in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)-[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2355200	2355200	100	2355200	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		2355200	2355200	100	2355200	0	100
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	481191	481191	100	481191	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		481191	481191	100	481191	0	100
Total		2836391	2836391	100	2836391	0	100	0

Detail of Invalid Votes: NIL

Whether resolution is Pass or Not. Yes

## Resolution No 5

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Description of Resolution			To appoint Ms. Diksha (DIN:07072776) as an Independent Director of the Company.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)*100	No. of votes- in favour (4)	No. of votes- against (5)	% of votes in favour on votes polled (6)-[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2355200	2355200	100	2355200	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		2355200	2355200	100	2355200	0	100
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		0	0	0	0	0	0

Public- Non Institutions	E-Voting	481191	481191	100	481191	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		481191	481191	100	481191	0	100
<b>Total</b>		<b>2836391</b>	<b>2836391</b>	<b>100</b>	<b>2836391</b>	<b>0</b>	<b>100</b>	<b>0</b>

Detail of Invalid Votes: NIL

Whether resolution is Pass or Not. Yes

Resolution No 6

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Description of Resolution			To approve material related party transactions between Megrisoft Limited, a subsidiary of the Company incorporated outside India in United Kingdom, with Aprajita Kohli, Director.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)-[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2355200	2355200	100	2355200	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		2355200	2355200	100	2355200	0	100
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	481191	481191	100	481191	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		481191	481191	100	481191	0	100
<b>Total</b>		<b>2836391</b>	<b>2836391</b>	<b>100</b>	<b>2836391</b>	<b>0</b>	<b>100</b>	<b>0</b>

Detail of Invalid Votes: NIL

Whether resolution is Pass or Not. Yes

Resolution No 7

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Description of Resolution			Re-appointment of Mr. Rajnesh Sharma (DIN:02528435) as a Whole Time Director of the Company and fix remuneration					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-against (5)	% of votes in favour on votes polled (6)-[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2355200	2355200	100	2355200	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		2355200	2355200	100	2355200	0	100
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	481191	481191	100	481191	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicab		0	0	0	0	0	0
	Total		481191	481191	100	481191	0	100
<b>Total</b>		<b>2836391</b>	<b>2836391</b>	<b>100</b>	<b>2836391</b>	<b>0</b>	<b>100</b>	<b>0</b>

Detail of Invalid Votes: NIL

Whether resolution is Pass or Not. Yes