



## MEGASOFT LIMITED

CIN : L24100TN1999PLC042730  
8th Floor, Unit No. 801-B  
Jain Sadguru Image's Capital Park  
Plot No. 1, 28 & 29, 98/4/1 to 13  
Image Gardens Rd, Madhapur  
Hyderabad, Telangana 500081  
Tel: +91-40-29320407  
Email: investors@megasoft.com  
website : www.megasoft.com

**Date: February 5, 2025**

**To**

**BSE Limited**

Phiroze JeeJee Bhoy Towers  
Dalal Street, Fort  
Mumbai 400001  
**Scrip Code: 532408**

**National Stock Exchange of India Limited**

Exchange Plaza  
Bandra-Kurla Complex, Bandra(E)  
Mumbai 400051  
**Symbol: MEGASOFT**

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice for seeking consent of Members for Appointment of Dr. Uma Garimella (DIN: 02847624) as an Independent Director (Woman) of the Company for a term of five consecutive years w.e.f. December 20, 2024 of the Company.

The Postal Ballot Notice is being sent electronically to the Members whose e-mail address are registered with the Company / Registrar and Share Transfer Agent (RTA) / Depositories / Depository Participants as on the cut-off date i.e., **Friday, 31<sup>st</sup> January, 2025**. The e-voting period will commence on Friday, 7<sup>th</sup> February, 2025 at 9.00 am and will end on Saturday, 8<sup>th</sup> March, 2025 at 5.00 pm. The Postal Ballot Notice is also available on the website of the Company at [www.megasoft.com](http://www.megasoft.com).

The Notice is also accessible from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,

**For Megasoft Limited**

.....  
**Thakur Vishal Singh**  
**Company Secretary & Compliance Officer**



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**MEGASOFT LIMITED**  
**CIN: L24100TN1999PLC042730**  
**85, Kutchery Road, Mylapore,**  
**Chennai 600004, Tamil Nadu,**  
**India. Email-**  
**investors@megasoft.com,**  
**www.megasoft.com**

### **POSTAL BALLOT NOTICE**

**[PURSUANT TO SECTIONS 110 AND 108 OF THE COMPANIES ACT, 2013 READ WITH RULES 22 AND 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND AMENDMENTS THERETO]**

**Dear Members,**

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the 'Act') read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, Secretarial Standard-2 on General Meetings (the 'SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the 'MCA'), vide General Circular No. 09/2024 issued on 19<sup>th</sup> September 2024 read along with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 and other connected circulars issued from time to time in this regard (the 'MCA Circulars') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the items of special business as set out in this Notice are proposed for consideration by the Members of Megasoft Limited (the 'Company') and for approval by means of Postal Ballot by voting through electronic means ('remote e-voting') only.

#### **Item No. 1**

#### **SPECIAL BUSINESS- SPECIAL RESOLUTION**

- 1. Appointment of Dr. Uma Garimella (DIN: 02847624) as an Independent Director (Woman) of the Company for a term of five consecutive years w.e.f. December 20, 2024.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Uma Garimella (DIN: 02847624), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional, Non-executive Independent Director (Woman) under section 161(1) of the Act, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director (Woman) of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from December 20, 2024 up to a period of 5 years i.e., Upto December 19, 2029.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the SEBI Listing Regulations, Dr. Uma Garimella, be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

**RESOLVED FURTHER THAT** Mr. Sunil Kumar Kalidindi, Executive Director & CEO of the Company, and/ or Mr. Shridhar Thathachary, CFO and/ or Mr. Thakur Vishal Singh, Company Secretary of the Company be and is hereby authorized to sign to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.”

By order of the Board of Directors  
For Megasoft Limited

Sd/-

Place: Hyderabad  
Date: 5<sup>th</sup> February, 2025

.....  
**Thakur Vishal Singh**  
**Company Secretary & Compliance Officer**

## NOTES:

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. The Company has appointed Mr. M. Damodaran, Managing Partner of M/s M. Damodaran & Associates LLP, (COP 5081) Practicing Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 read with Circular No.22/2020 dated June 15,2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31,2020 and Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 08,2021 and Circular No. 9/2024 dated September 19, 2024 (collectively as “MCA Circulars”), pursuant to Covid-19 pandemic and advised companies to conduct postal ballot by sending e-mails to all its members who have registered their email addresses with the Company or depository/ depository participants. Accordingly, this notice is being sent to members who have registered their email addresses. In accordance with the aforesaid circulars, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, **31<sup>st</sup> January, 2025**, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. In compliance with provisions of Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Shareholders to cast their votes electronically.
6. The members are requested to register/update their email addresses in respect of electronic holdings with the Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent Cameo Corporate Services Limited at “Subramanian Building” 1, Club House Road, Chennai-600002.
7. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.megasoft.com](http://www.megasoft.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
8. The voting period begins at 9.00 hours IST on Friday, 7<sup>th</sup> February, 2025 and ends at 17.00 hours IST on Saturday, 8<sup>th</sup> March, 2025. The e-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter.
9. The Scrutinizer shall immediately after the conclusion of the e-voting period unblock the votes in presence of atleast two witnesses not in the employment of the organization and will submit his report to the Executive Director/ Company Secretary of the Company after completion of the scrutiny and the results of the voting by Postal Ballot. The Resolution, if passed by requisite majority shall be deemed to have been passed on Saturday, 8<sup>th</sup> March, 2025, being the last date specified by the Company for receipt of duly completed Postal ballot e-voting.

10. The declared results along with the report of the scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., [www.megasoft.com](http://www.megasoft.com) within 2 working days of conclusion of postal ballot process.
11. In case of any queries regarding postal ballot, the members may write to [investors@megasoft.com](mailto:investors@megasoft.com) to receive an email response.

**12. The instructions for Shareholders for e-voting are as under:**

1. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.
2. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
3. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- iii) The voting period begins on Friday, 7<sup>th</sup> February, 2025 from 9:00 a.m. (IST) and ends on Saturday, 8<sup>th</sup> March, 2025 and will end at 5:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 31<sup>st</sup> January, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iv) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- v) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

vi) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new</p>

screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

*Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL*

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
  1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  2. Click on “Shareholders” module.
  3. 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
  5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
  6. If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  <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.</li> </ul>

- ii) After entering these details appropriately, click on “SUBMIT” tab.
- iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v) Click on the EVSN for the relevant Megasoftware Limited on which you choose to vote.
- vi) 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.
- vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- viii) After selecting the resolution, 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.
- ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



xi) 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 & enter the details as prompted by the system.

xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

*xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.*

- 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” module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@megasoft.com](mailto:investors@megasoft.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. *For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.*

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System,  
you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 21 09911.

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

### **Item No. 1 - Appointment of Dr. Uma Garimella (DIN: 02847624) as an Independent Director (Woman) of the Company for a term of five consecutive years w.e.f. December 20, 2024.**

Since, Mr. Anish Mathew, Independent Director of the Company has completed his second term of five consecutive years as an Independent Director of the Company and the maximum tenure of 10 years, on December 25, 2024, there was a necessity to appoint a non-executive independent director on the Board.

The Board vide Circular Resolution dated December 20, 2024, based on the recommendation of Nomination and Remuneration Committee (NRC) and subject to the approval of the shareholders within three (3) months from the date of Appointment, appointed Dr. Uma Garimella, as an Additional, Non-executive Independent Director (Woman) of the Company with effect from with effect from December 20, 2024 up to a period of 5 years i.e., Upto December 19, 2029.

Dr. Uma Garimella is not disqualified from being appointed as a director in terms of Section 164 of the Act. She has confirmed that she is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given her consent to act as Director of the Company. The Company has also received declaration from her that she meets the criteria of independence as prescribed, under Section 149(6) of the Act and under the Regulation 16(1)(b) of SEBI Listing Regulations.

The NRC had previously finalised the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence, etc. Based on those attributes, the NRC recommended the candidature of Dr. Uma Garimella. Dr. Uma Garimella is an accomplished professional with a distinguished career across academia, various industries, and consulting, among others. The Board noted that Dr. Uma Garimella's background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director.

The Board has taken on record the declarations submitted by her after undertaking due veracity of the same and is of the opinion that Dr. Uma Garimella possesses requisite skills, experience and knowledge relevant to the Company's business and it would be beneficial to have her association with the Company as an Independent Director (Woman) of the Company.

Pursuant to section 152 read with Schedule IV to the Act, in the opinion of the Board, the proposed appointment fulfils the conditions specified under the Act and the rules made thereunder and the applicable provisions of SEBI Listing Regulations and is independent of the Management.

Dr. Uma Garimella has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Dr. Uma Garimella has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, subject to approval of shareholders at the general meeting. Further, as per Regulation 25 of the SEBI Listing Regulations, the appointment of independent director of a listed entity shall be subject to the approval of shareholders by way of a Special Resolution. Further, as per Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Therefore, having received the requisite notice under section 160(1) of the Act, it is proposed to seek approval of shareholders by way of a Special Resolution through this postal ballot for appointment of Dr. Uma Garimella as an Independent Director (Woman) with effect from December 20, 2024 up to a period of 5 years i.e., Upto December 19, 2029.

Brief profile and other requisite information of Dr. Uma Garimella, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, as on date of Notice, are given in **Annexure A**.

None of the Directors or Key Managerial Personnel or their relatives, except Dr. Uma Garimella is directly or indirectly concerned or interested, financially or otherwise, in the special resolution set out at Item No. 1 of the Notice.

The Board of Directors, based on the recommendation of the NRC considers the appointment of Dr. Uma Garimella as an Independent Director (Woman) in the interest of the Company and recommends the special resolution set out at Item No. 1 of the Notice for approval by members.

By order of the Board of Directors  
For Megasoft Limited

Sd/-

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**Thakur Vishal Singh**  
**Company Secretary &**  
**Compliance Officer**

Place: Hyderabad

Date: 5<sup>th</sup> February, 2025

## Annexure A

### Details as per SS-2 and Regulation 36(3) of the SEBI Listing Regulations

#### Brief Profile of Dr. Uma Garimella

Dr. Uma Garimella is an accomplished professional with a distinguished career across academia, various industries, and consulting. She holds a Bachelor of Engineering (1981) from VNIT, Nagpur, a Master of Technology (1983) from Osmania University, and a PhD (1992) from the University of Hyderabad.

In the corporate sector, Uma Garimella has worked with leading organizations such as DE Shaw India and Bodhtree and provided consulting expertise such as evaluation, innovation and management.

With about decade and half years in academia, Dr. Garimella has served in key positions at the University of Hyderabad, JNTU, and IIIT-Sricity not only in the field of education but various innovative, research and corporate positions. Her work, published extensively in international journals and conferences, has influenced both academic and practical working fields in Corporate Culture.

Her deep industry insights, coupled with her academic expertise, enable her to provide strategic direction and drive and lead an organisation. As an independent director, she is committed to fostering organizational growth and excellence through her leadership, vision, and diverse experience.

#### Other information about the appointee(s) as on the date of this Notice is as follows:

S No	Particulars	Details
1.	Name of Director	Dr. Uma Garimella
2.	DIN	02847624
3.	Date of Birth	27/07/1960
4.	Age	64
5.	Date of first appointment on the Board	December 20, 2024
6.	Qualifications	Computer Scientist
7.	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As mentioned in the explanatory statement annexed to the Notice
8.	Expertise in specific functional areas	Rich and varied experience covering Management & Governance, Analysis of Accounting and Financial statements, Risk, Assurance and Internal Controls spanning corporate industry, entrepreneurship, training, consulting and personal growth. She started her

		career at University of Hyderabad with Computer Science research and teaching.
9.	Terms and conditions of appointment	As mentioned in the statement annexed to the Notice
10.	Details of remuneration last drawn	None
11.	Details of remuneration sought to be paid	She will be eligible for payment of sitting fees and commission, as payable to other non-executive directors of the Company as per the Remuneration Policy of the Company.
12.	Shareholding in the Company as on the date of the Notice (including shareholding as a beneficial owner)	Nil
13.	Directorships in listed Companies and other directorships	Nil
14.	Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Nil
15.	Number of Board meetings attended during FY 2024-25.	Nil
16.	Inter-se relationship with other Directors and Key Managerial Personnel of the Company	She is not related to any of the Directors or Key Managerial Personnel of the Company.
17.	Chairman / Members of the Committee of the Board of Megasoft Limited	Chairperson- Nomination & Remuneration Committee Member - Audit / Risk & Compliance Committee Member - Stakeholders Relationship Committee of the company
18.	Membership/Chairmanship of Committees of other Boards	Nil

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