



MEGASOFT LIMITED

CIN : L24100TN1999PLC042730

My Home Hub, 1st Floor, Block-3,

Madhapur, Hyderabad - 500081,

Telangana, India.

Tel : +91 (40) 4033 0000; Fax : +91 (40) 4013 3555

website : www.megasoft.com

Date: 25th February, 2023

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai-400001

Scrip Code: 532408

National Stock Exchange of India Limited

Exchange Plaza,

Bandra-Kurla Complex,

Mumbai 400051

Symbol: MEGASOFT

Dear Sir/Madam,

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot dated 14th February, 2023.

The aforesaid Notice is sent by email to all the Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depository as on cut off date being Friday 17th February 2023, on their registered email id.

The e-voting period will commence on Sunday, 26th February, 2023 and end on Monday, 27th March 2023.

The results of the Postal Ballot will be announced on or before 29th March, 2023.

The said Postal Ballot Notice will also be made available on the website of the Company www.megasoft.com

We request you to take the same on record.

Thanking you,

For Megasoft Limited

Shridhar
Thathachary

Digitally signed by
Shridhar Thathachary
Date: 2023.02.25
11:32:35 +05'30'

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Shridhar Thathachary
Chief Financial Officer



MEGASOFT LIMITED

Registered Office: No.85, Kutchery Road, Mylapore, Chennai TN 600004
CIN: L24100TN1999PLC042730, Web: www.megasoft.com, Email: investors@megasoft.com
Tel: +91 44 2461 6768 / 91 40 4033 0000

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given to the Members of Megasoft Limited ('the Company'), pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the ordinary Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot, only through remote voting by electronic means ('remote e-voting'):

SPECIAL BUSINESS:

Item No.1: To approve the appointment of Mr. Krishna Yeachuri (DIN: 00066898) as a Director (Professional, Non-Executive & Non-Independent) of the Company.

To consider and, if thought fit, with or without modification, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder, and Regulation 17 and other regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Krishna Yeachuri (DIN: 00066898), who was appointed as an Additional Director (Professional, Non-Executive, Non-Independent) by the Board of Directors of the Company with effect from December 31, 2022 pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Professional, Non-Executive & Non-Independent) of the Company liable to retire by rotation under provisions of the Articles of Association of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Act and Rules made thereunder, Mr. Krishna Yeachuri be paid such fees and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time."

“**RESOLVED FURTHER THAT** the Board of Directors and/or Chief Financial Officer of the Company and/or Company Secretary of the Company be and is hereby severally authorized on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds matters and things as may be necessary for filing forms/returns with the Ministry of Corporate Affairs/Stock Exchanges/other authorities concerned.”

By order of the Board of Directors
For **Megasoft Limited**

Registered Office

No.85, Kutchery Road,
Mylapore, Chennai-600004

Place: Hyderabad

Date: 14th February,2023

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Sunil Kumar Kalidindi
(DIN: 02344343)
Executive Director & CEO

NOTES:

1. The Explanatory Statements and reasons for the proposed Ordinary Resolution pursuant to Section 102(1) 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 , Circular No. 2/2022 dated May 05,2022 and Circular No. 10/2022 dated December 28,2022 (collectively as "MCA Circulars") and Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated June 03, 2022 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, 17th February 2023, 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. All documents referred to in the accompanying Notice and Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to investors@megasoft.com.
6. In compliance with provisions of Section 108 and 110 and other applicable provisions of the Act read with rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') 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.
7. 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.
8. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.megasoft.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

9. The voting period begins at 9.00 hours IST on Sunday, 26th February, 2023 and ends at 17.00 hours IST on Monday, 27th March, 2023. The e-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter.
10. The Scrutinizer shall immediately after the conclusion of the e-voting period unblock the votes in presence of at least 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 Monday, 27th March, 2023 being the last date specified by the Company for receipt of duly completed Postal ballot e-voting.
11. The declared results along with the report of the scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., www.megasoft.com within 2 working days of conclusion of postal ballot process.
12. In case of any queries regarding postal ballot, the members may write to investors@megasoft.com to receive an email response.

13. 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.
5. Pursuant to above said SEBI Circular, Login method for e-Voting is given below:

➤ **For Individual shareholders holding securities in Demat mode:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode	i. Users who have opted for CDSL’s 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.

with CDSL	<ul style="list-style-type: none"> ii. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration iv. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP.
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> i. If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: https://eservices.nsd.com 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 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 the 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. ii. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evoting.nsd.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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the 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.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting options. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

<u>Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

➤ **For non-individual shareholders and physical shareholders**

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.
- iii. 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. Members holding shares in Physical Form should enter Folio Number registered with the company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ol style="list-style-type: none"> i. Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ii. 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	<ol style="list-style-type: none"> i. Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company

Details OR Date of Birth (DOB)	records in order to login. ii. 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 as mentioned in instruction (v).
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- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- ix. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the Megasoft Limited on which you choose to vote.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. 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.
- xvii. Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. 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.
 - f. Alternatively Non Individual shareholders are required 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 , 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 WHO'S EMAIL ADDRESSES IS NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 investors@megasoft.com.
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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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 or call toll free no. 1800 22 55 33.

By order of the Board of Directors
For **Megasoft Limited**

Registered Office

No.85, Kutchery Road,
Mylapore, Chennai-600004

Place: Hyderabad

Date: 14th February,2023

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Sunil Kumar Kalidindi
(DIN: 02344343)
Executive Director & CEO

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No.1

The Board of Directors, pursuant to Section 161 of the Companies Act, 2013 and on recommendation of Nomination & Remuneration Committee, appointed Mr. Krishna Yeachuri, as an Additional Director of the Company in the category of Professional, Non-Executive, Non-Independent Director effective December 31, 2022..

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, (SEBI LODR), the consent of the shareholders for such appointments on the Board is required to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

In view of the above and in terms of applicable provisions of the Act and SEBI LODR, the Board recommends the appointment of Mr. Krishna Yeachuri, being eligible and offering himself for appointment, as a Professional, Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Notice under Section 160 of the Companies Act, 2013 has been received from a Member signifying intention to propose Mr. Krishna Yeachuri, as a candidate for the office of Director of the Company.

The Company has received requisite consent, declarations from Mr. Krishna Yeachuri. Mr. Krishna Yeachuri is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director (Professional, Non-Executive & Non- Independent) Mr. Krishna Yeachuri is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India or any other authority.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the Resolution.

Details as required pursuant to Regulation 36(3) of the SEBI (LODR) Regulations,2015 as applicable are provided hereunder.

Details of Directors seeking appointment/re-appointment through the Postal Ballot as per SS – 2 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Details of Directors seeking appointment through the Postal Ballot
Name	Krishna Yeachuri
Category	Non-Independent, Non-Executive, Professional
DIN	00066898
Date of Birth	31.03.1960

Qualification	Commerce Graduate and Chartered Accountant
Brief Resume	<p>Mr. Krishna Yeachuri is a Strategic advisor since January 2010 on Business growth, Corporate restructuring, Acquisitions, Business Integration and Transition, arranging Private Equity, Debt financing and other Financing requirements through varied Financing instruments and deals.</p> <p>He has worked with reputed companies such as Coromandel Fertilizers Ltd, DCL Polyesters Ltd, GCI SA – a Belgium company, RA Chem Pharma (part of Advent now).</p>
Nature of Expertise / Experience	<p>His Expertise includes: Setting up of Investment opportunities and projects abroad, Corporate and Investment structuring in lieu thereof; local legal compliances and tax issues, investment concessions and repatriations.</p> <p>Leading Business development meetings with overseas customers and Investors and Board meetings and Members meetings involving group expansion activities, CAPEX plans, interim performance reviews.</p> <p>Structuring and Consolidation – creating synergies and adding value in terms of resource pooling and cost savings.</p> <p>Fund raise – Private equity, capital markets as well as Debt and structured financing.</p>
Terms and conditions of appointment	Liable to retire by rotation
Shareholding in the Company including beneficial ownership in the Company if any	Nil
Details of Remuneration paid and last drawn remuneration (including sitting fees) during Financial Year 2022-2023	Rs. 25,000/-
Remuneration proposed to be paid	NA
Date of First Appointment on the Board	31.12.2022
Relationship with other Directors, Key Managerial Personnel	Not related with any Director of the Company and KMP
No. of Board Meetings attended during the year 2022-2023	1
No. of Committee Meetings attended during the year 2022-2023	NA

Directorships, Membership / Chairmanship of Committees of other Boards of Listed Entities along with listed entities from which the person has resigned in the past three years	NA
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By order of the Board of Directors
For **Megasoft Limited**

Registered Office

No.85, Kutchery Road,
Mylapore, Chennai-600004

Place: Hyderabad

Date: 14th February,2023

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Sunil Kumar Kalidindi
(DIN: 02344343)
Executive Director & CEO