



MEGASOFT LIMITED

CIN : L72200TN1999PLC042730

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: 21.07.2020

To

Bombay Stock Exchange 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

Dear Sir(s),

Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations,2015 we enclose Secretarial Compliance Report duly issued by M. Damodaran & Associates, Practising Company Secretaries, for the financial year ended March,2020.

This is for your information and records.

Thanking You,

For **Megasoft Limited**

.....
Shridhar Thathachary
Chief Financial Officer



M DAMODARAN & ASSOCIATES LLP
www.mdassociates.co.in

**SECRETARIAL COMPLIANCE REPORT OF MEGASOFT LIMITED
FOR THE YEAR ENDED 31.03.2020**

We M Damodaran & Associates LLP have examined:

- a) all the documents and records made available to us and explanation provided by **Megasoft Limited** (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31.03.2020** in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – *Not Applicable*.
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not Applicable*.
- e) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - *Not Applicable*





- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not Applicable*.
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not Applicable*.
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder to the extent applicable, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Intimation of Voting Results u/r 44 of SEBI (LODR) Regulations, 2015.	The company has made 31 hours delay in intimation of Voting Results of the AGM dated 13.08.2019 to the Stock Exchange.	The company has complied with the regulation 44 of SEBI (LODR) Regulations, 2015 in respect of intimation of Voting Results of Annual General Meeting to the Stock Exchange with some delay.
2.	SEBI (Prohibition of Insider Trading) Regulations, 2015	The company has closed the Trading window from the period 03.07.2019 till 15.08.2019 for the approval of financial results for the Quarter ended 30.06.2019.	The company has complied the regulation for closure of trading window with some delay.
3.	SEBI (Prohibition of Insider Trading) Regulations, 2015	The company has closed the Trading window from the period 03.10.2019 till 16.11.2019 for the approval of financial results for the Quarter ended 30.09.2019.	The company has complied the regulation for closure of trading window with some delay.



The Listed entity has complied with the provisions of the above Regulations and Circulars/ guidelines issued thereunder from time to time to the extent applicable, including SEBI circular CIR/CFD/CMD1/114/2019 dated 18th October 2019 on changes in terms of appointment of Statutory Auditors, the Company has amended the terms of appointment of the Statutory Auditor to give effect to the said circular.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Nil				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<u>Compliance Certificate u/r 7(3) of SEBI (LODR) Regulations, 2015.</u> The company has not filed Compliance Certificate to the Stock Exchange within one month from the half year end of 30.09.2018.	The company has complied with the regulation 7(3) of SEBI (LODR) Regulations, 2015 with some delay.	This subject matter was placed before the board of directors and necessary pre caution measures was taken to comply the regulations in time.	This regulation was compiled in time for the subsequent periods.

2.	<p><u>The Shareholding pattern u/r. 31 of SEBI (LODR) Regulations, 2015.</u></p> <p>The company has not filed Shareholding pattern to the Stock Exchange within 21 days from the end of the quarter 31.12.2018.</p>	<p>The company has complied with the regulation 31 of SEBI (LODR) Regulations, 2015 by filing within time with BSE; However with NSE it was filed with a delay of one day due to technical issue in the NEAPS portal.</p> <p>The fine was paid by the company in order to comply the regulation.</p>	<p>This subject matter was placed before the board of directors and necessary pre caution measures was taken to comply the regulations in time.</p>	<p>This regulation was compiled in time for the subsequent periods.</p>
3.	<p><u>Report on Corporate Governance u/r. 27(2) of SEBI (LODR) Regulations, 2015</u></p> <p>The Company has not filed Report on Corporate Governance to the Stock Exchange within 15 days from the end of the quarter 31.12.2018.</p>	<p>The company has complied with the regulation 27(2) of SEBI (LODR) Regulations, 2015 with minor delay due to technical issue in the Stock Exchange portal. The fine was paid by the company in order to comply the regulation.</p>	<p>This subject matter was placed before the board of directors and necessary pre caution measures was taken to comply the regulations in time.</p>	<p>This regulation was compiled in time for the subsequent periods.</p>
4.	<p><u>Practicing Company Secretary certificate u/r 40(9) of SEBI (LODR) Regulations, 2015.</u></p> <p>The Company has not filed Practicing Company Secretary certificate with Stock Exchange for the half year ended 30.09.2018.</p>	<p>The company has partially complied with the regulation 40(9) of SEBI (LODR) Regulations, 2015.</p>	<p>This subject matter was placed before the board of directors and necessary pre caution measures was taken to comply the regulations in time.</p>	<p>This regulation was compiled in time for the subsequent periods.</p>

5.	<p><u>Financial Results u/r 30 of SEBI (LODR) Regulations, 2015</u></p> <p>The Company has intimated Financial Results for the period ended 31.03.2018 to Stock Exchange in 5 hours (on NSE Portal) and 5 minutes (on BSE portal) delay.</p>	<p>The company has complied with the regulation 30 of SEBI (LODR) Regulations, 2015 in respect of intimation of Financial Results to the Stock Exchange with some delay due to technical issues on the Stock Exchanges portal.</p>	<p>This subject matter was placed before the board of directors and necessary pre caution measures was taken to comply the regulations in time.</p>	<p>This regulation was compiled in time for the subsequent periods.</p>
6.	<p><u>Proceedings of Annual general meeting u/r 30 read with Schedule III Part A Para A of SEBI (LODR) Regulations, 2015.</u></p> <p>The Company has not intimated the Proceedings of Annual general meeting dated 27.09.2018 to the stock exchange.</p>	<p>The company has not complied with the regulation 30 of SEBI (LODR) Regulations, 2015 in respect of intimation of Proceedings of Annual general meeting.</p>	<p>This subject matter was placed before the board of directors and necessary pre caution measures was taken to comply the regulations in time.</p>	<p>This regulation was compiled in time for the subsequent periods.</p>
7.	<p><u>Intimation of Voting Results u/r 44 of SEBI (LODR) Regulations, 2015.</u></p> <p>The company has made 4 days delay in intimation of Voting Results of the AGM dated 27.09.2018 to the Stock Exchange.</p>	<p>The company has complied with the regulation 44 of SEBI (LODR) Regulations, 2015 in respect of intimation of Voting Results of Annual General Meeting to the Stock Exchange with some delay.</p>	<p>This subject matter was placed before the board of directors and necessary pre caution measures was taken to comply the regulations in time.</p>	<p>This regulation was compiled with minor delay for the subsequent periods.</p>
8.	<p><u>Website of the company u/r 46 of SEBI (LODR) Regulations, 2015.</u></p>	<p>The company has complied with the regulation 46 of SEBI (LODR)</p>	<p>This subject matter was placed before the board of</p>	<p>This regulation was compiled with minor deviations.</p>

	The company has not update the information in its website as per regulation 46.	Regulations, 2015 in respect of updation of website of the company with some deviations.	directors and necessary pre caution measures was taken to comply the regulations in time.	
9.	<p><u>Compliance Officer of the company u/r 6(1) of SEBI (LODR) Regulations, 2015</u></p> <p>The company has not appointed a qualified company secretary as compliance officer for some period of time.</p>	<p>The company has complied with the regulation 6(1) of SEBI (LODR) Regulations, 2015 by appointing qualified company secretary as compliance officer of the company on w.e.f. 09.11.2018.</p> <p>The fine was paid by the company in order to comply the regulation. However, on representation made by the Company, the National Stock Exchange has refunded the fine levied for quarter ended 31.12.2019 i.e. Rs. 39,000/-.</p>	This subject matter was placed before the board of directors and necessary pre caution measures was taken to comply the regulations in time.	This regulation was compiled in time for the subsequent periods.
10.	<p><u>Reconciliation of Share capital audit report u/r 55A of SEBI (DP) Regulations, 1996.</u></p> <p>The company has not intimated the Reconciliation of Share capital audit report to</p>	The company has complied with the regulation 55A of SEBI (DP) Regulations, 1996 in respect of filing of Reconciliation of Share capital	This subject matter was placed before the board of directors and necessary pre caution measures was	This regulation was compiled in time for the subsequent periods.



	the Stock Exchange within 30 days from the end of the quarter 30.09.2018.	audit report with some delay.	taken to comply the regulations in time.	
11.	<u>Reconciliation of Share capital audit report u/r 55A of SEBI (DP) Regulations, 1996.</u> The company has not intimated the Reconciliation of Share capital audit report to the Stock Exchange within 30 days from the end of the quarter 31.12.2018.	The company has complied with the regulation 55A of SEBI (DP) Regulations, 1996 in respect of filing of Reconciliation of Share capital audit report with minor delay.	This subject matter was placed before the board of directors and necessary pre caution measures was taken to comply the regulations in time.	This regulation was compiled in time for the subsequent periods.

Place: Chennai
Date: 14.07.2020

For **M DAMODARAN & ASSOCIATES LLP**

M Damodaran

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Damodaran
Date: 2020.07.14 17:03:35
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M. DAMODARAN
Managing Partner
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ICSI UDIN No.: F005837B000449874