



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

25th May 2021

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, LLP, Practicing Company Secretaries, for the financial year ended March,2021.

This is for your information and records.

Thanking You,

For Megasoft Limited



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Shridhar Thathachary
Chief Financial Officer



M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

SECRETARIAL COMPLIANCE REPORT OF MEGASOFT LIMITED FOR THE YEAR ENDED 31.03.2021

I, M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries have examined:

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

for the year ended **31.03.2021** in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not Applicable.*
- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - *Not Applicable.*
- Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - *Not Applicable*



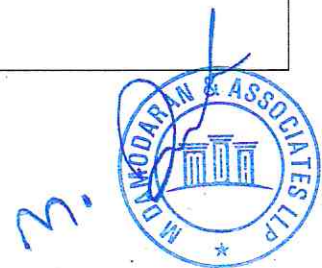


- g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not Applicable*.
- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not Applicable*.
- i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- j) 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;
- k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
and circulars/ guidelines issued thereunder;

and based on the above examination, I 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.	Reg. 17(1)(c) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015	<p>As per regulation 17(1)(C) of SEBI (LODR) in respect of The board of directors of the top 2000 listed entities based on market capitalization as at the end of the immediate previous financial year shall comprise of not less than six directors for some period of time.</p> <p>The Company has falling under Reg.17 (1)(c).</p> <p>As on 01.04.2020 the Company has 4 Board Directors only. From 29.09.2020 the Company has 6 Board of Directors.</p>	The Company complied with the regulation 17(1)(C) of SEBI (LODR), 2015 with some delay and the Company has made good for this non-compliances besides making payment of fine as levied by NSE.





There was no appointment/re-appointment of Statutory Auditor of the Company during the period. Hence, the compliance of SEBI circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 is not applicable.

(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:

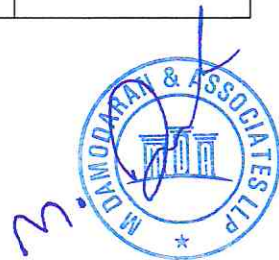
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	NSE	<p>As per regulation 17(1)(C) of SEBI (LODR) in respect of The board of directors of the top 2000 listed entities based on market capitalization as at the end of the immediate previous financial year shall comprise of not less than six directors for some period of time.</p> <p>The Company has falling under Reg.17 (1)(c).</p> <p>As on 01.04.2020 the Company has 4 Board Directors only. From 29.09.2020 the Company has 6 Board of Directors.</p>	<p>National Stock Exchange of India Limited has levied fine for this Non-Compliance vide its letter no. NSE/LIST-SOP/CG/FINES/101661 dated 20.08.2020 & NSE/LIST-SOP/CG/FINES/0810 dated 17.11.2020</p>	<p>The Company complied with the regulation 17(1)(C) of SEBI (LODR), 2015 with some delay and the Company has made good for this non-compliance besides making payment of fine as levied by NSE.</p>



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(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 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<p><u>Intimation of Voting Results u/r 44 of SEBI (LODR) Regulations, 2015.</u></p> <p>The company has made 31 hours delay in intimation of Voting Results of the AGM dated 13.08.2019 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 were taken to comply the regulations in time.</p>	<p>This regulation was compiled in the subsequent period.</p>
2.	<p><u>SEBI (Prohibition of Insider Trading) Regulations, 2015</u></p> <p>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.</p>	<p>The company has complied the regulation for closure of trading window with some delay.</p>	<p>This subject matter was placed before the board of directors and necessary pre caution measures were taken to comply the regulations in time.</p>	<p>This regulation was compiled in time for the subsequent periods.</p>



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3.	<u>SEBI (Prohibition of Insider Trading) Regulations, 2015</u> 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.	This subject matter was placed before the board of directors and necessary pre caution measures were taken to comply the regulations in time.	This regulation was compiled in time for the subsequent periods.
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Place: Chennai
Date: 04.05.2021

For M DAMODARAN & ASSOCIATES LLP



M. DAMODARAN
Managing Partner
Membership No.: 5837
COP. No.: 5081
ICSI UDIN: F005837C000235396