



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: 08.04.2024

To

Listing Compliance Department
BSE Limited
Mumbai
Scrip Code: 532408

Sub: Clarification and submission of revised corporate announcement of Proceedings of AGM of the Company held on 22.09.2023 along with explanation for delay in disclosure

Ref: E-mail received from your good office on April 06 , 2024

Respected Sir/Madam,

We are in receipt of e-mail dated April 06, 2024 from your good office in respect of the delayed submission of Proceedings of Annual General Meetings.

In this regard, we would like to bring to your kind notice that there was a change in the period of announcement of Proceedings of AGM disclosure from 24 hours to 12 hours as per the SEBI (Listing Obligations and Disclosure requirements) (Second Amendment) Regulations, 2023. Based on said amendment, we would like to clarify that the proceedings of AGM were inadvertently filed within 24 hours of conclusion of the AGM due to oversight of said amendment which was effective from 15.07.2023.

Further we would like to mention that all other compliances relating to the Annual General Meeting were timely complied and we will ensure timely compliance in future too.

We hereby request your good office to consider this clarification and also consider the attached revised corporate announcement of Proceedings of AGM held on 22nd September, 2023.

Thanking you,
For Megasoft Limited

Shridhar Thathachary
Digitally signed by Shridhar Thathachary
Date: 2024.04.08
19:09:33 +05'30'

Shridhar Thathachary
Chief Financial Officer



MEGASOFT LIMITED

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Jain Sadguru Image's Capital Park

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Image Gardens Rd, Madhapur

Hyderabad, Telangana 500081

website : www.megasoft.com

Date: 23.09.2023

To

BSE Limited

Phiroze JeeJeeBhoy 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: Submission of Summary of Proceedings of 23rd Annual General Meeting (AGM) of Megasoft Limited as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of the Ministry of Corporate Affairs ("MCA") Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January, 13, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 2/2022 dated May 05, 2022, Circular No. 10/2022 and Circular No. 11/2022 dated December 28, 2022 (MCA Circulars) and Securities and Exchange Board of India ("SEBI") 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 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January, 15, 2021 and Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated June 03, 2022 and and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 in compliance with other applicable provisions of the companies Act, 2013 ('Act') and the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations,)), the 23rd AGM of the Company was held on Friday, 22nd September, 2023 at 10.03 a.m. (IST) through Video Conference('VC')/ Other Audio Visual Means ('OAVM') to transact the business as stated in the AGM Notice dated 30th May, 2023.

Please find enclosed herewith the summary of Proceedings of 23rd Annual General Meeting of the Members of the Company.

This is for your information and records.

Thanking You,

For **Megasoft Limited**

Shridhar
Thathachary

Digitally signed by Shridhar
Thathachary
Date: 2023.09.23 09:45:43 +05'30'

Shridhar Thathachary
Chief Financial Officer



Megasoft Limited

Summary of Proceedings of the 23rd Annual General Meeting of the Members of the Company held on Friday, 22nd September, 2023 at 10:03 AM through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') .

Directors' Present

Mr. Sunil Kumar Kalidindi	– Executive Director & CEO
Mr. Anish Mathew	-- Independent Director
Ms. Leona Ambuja	– Non-Executive Director
Mr. Kalyan Vijay Sivalenka	– Independent Director
Mr. Krishna Yeachuri	-- Non-Executive Director
Mr. Suryanarayana Raju Nandyala	– Independent Director

In Attendance

Mr. Shridhar Thathachary – CFO

Mrs. Srivalli Susarla – Company Secretary and Compliance officer

Invitees

CA Arjun S, Partner, M/s. N.C. Rajagopal & Co
Chartered Accountants - Statutory Auditors

CS M Damodaran, Partner, M/s. M Damodaran & Associates LLP
Secretarial Auditor & Scrutinizer

The 23rd Annual General Meeting (AGM) of the Members of Megasoft Limited (the Company,) was convened and held on Friday, September 22, 2023 at 10:03 A.M. (IST) through Video Conferencing('VC')/ Other Audio Visual Means ('OAVM'). The Meeting was conducted in accordance with the various General Circular issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India ('SEBI').

Mrs. Srivalli Susarla, Company Secretary and Compliance Officer of the Company welcomed the Members to the Meeting and briefed them on details relating to their participation at the Meeting through Video Conferencing('VC')/ Other Audio Visual Means ('OAVM').

Mr. Sunil Kumar Kalidindi, ED & CEO of the Company occupied the Chair as elected by the Directors present in the meeting. He welcomed the Members at the Annual General Meeting of the Company. He confirmed that the requisite quorum was present and called the meeting in order.



After the introduction of Directors on the panel, the Chairman addressed the Members. During his speech, he apprised the Members on the key highlights of the operational performance, the significant transactions that were executed or took place in the Company during the year which included investment by the Company in Extrovis AG, change in the promoters of the Company and lastly change in the Main Objects or business of the Company from IT sector to pharmaceuticals sector and defense sector. Further the Chairman also elaborated the Company's new action plan covering Research & Development, new age technologies and the future prospects in the areas of Pharmaceutical and Defense. Before concluding his speech, the Chairman thanked the Members for their trust and support and acknowledged with gratitude the valuable support and co-operation of customers, suppliers, bankers and business associates. He also appreciated all employees of the Company for their contribution to the Company's performance and for their dedication and commitment.

With the consent of the Members present, the Notice convening the AGM and the Auditor's Report for the year ended March 31, 2023 were taken as read. Since there was no physical attendance of Members and in compliance issued by MCA and SEBI, the members were informed that the requirement of appointing proxies was not applicable.

All the requests regarding speaker registration received via mail were responded.

Before taking up the items of the agenda, the Chairman informed the Members about the process of approval of the resolutions by the Members. He informed that as per the provisions of the Companies Act 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, necessary remote e-voting facility was provided to the Members in order to exercise their right to vote for the resolutions in respect of the items of the agenda as set out in the notice through CDSL e-Voting platform and Easi / Easiest facility of CDSL & IDeAS facility of NSDL and the said e-voting had commenced on 18th September, 2023 at 9.00 A.M. and ended on 21st September, 2023 at 5,00 P.M.

The Company had appointed M/s. M Damodaran & Associates LLP as the Scrutinizer to scrutinize the remote e-voting process and voting during the Annual General Meeting in a fair and transparent manner.

In terms of Notice dated May 30, 2023 convening the 23rd AGM of the Company, the following items of business, were taken up for members consideration and approval:

ORDINARY BUSINESS

Item No.1:Adoption of Financial Statements

To receive, consider and adopt:

(i)The Audited Financial Statements of the Company for the year ended 31st March, 2023, the report of the Auditors thereon and the Director's Report.

(ii)The Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2023 and the report of the Auditors thereon.

Item No.2: Re-appointment of Mr. Sunil Kumar Kalidindi (DIN-02344343), who retires by rotation and, being eligible offers himself for re-appointment.



SPECIAL BUSINESS:

Item No.3: Appointment of Branch Auditor.

Further those Members who could not vote electronically were given an opportunity to cast their votes by exercising their e-voting during the meeting. After giving sufficient time to the Members to vote during the Meeting, the Chairman announced that the results of e-voting would be declared on receipt of the Scrutinizer's Report and shall be placed on the website of the Company and the website of CDSL, the agency providing e-voting facility and also would be available at the registered office of the Company. The same shall be submitted to stock exchanges within 48 (forty eight) hours from the conclusion of the AGM.

All the resolutions embodied in the Notice of Annual General Meeting if passed with requisite majority and are deemed to be passed at the date of AGM i.e. 22nd September, 2023.

There being no other business for transaction the Chairman then thanked the members attending the Meeting for their co-operation and concluded the meeting at 10:55 A.M.

The Chairman authorized Mrs. Srivalli Susarla, Company Secretary & Compliance Officer and/ or Mr. Shridhar Thathachary, Chief Financial Officer of the Company to notify the results of the voting to the stock exchanges whereupon the Company's shares are listed.

This is for your information and records.

Thanking you,
Yours faithfully,

For Megasoft Limited

Shridhar Thathachary
Digitally signed by
Shridhar Thathachary
Date: 2023.09.23
09:46:13 +05'30'

Shridhar Thathachary
Chief Financial Officer