



MEGASOFT LIMITED

CIN: L72200TN1999PLC042730

Registered Office : 85, Kutchery Road, Mylapore, Chennai 600004, Tamilnadu, India.
www.megasoft.com

Notice of the 19th Annual General Meeting

NOTICE is hereby given that the **19th Annual General Meeting (AGM)** of the Members of **MEGASOFT LIMITED** will be held on Tuesday, the 13th August, 2019 at 09.00 a.m. (IST) at Gayatri Hall, Hotel Gokulam Park, 67, 1st Avenue, Ashok Nagar, Chennai-600083, Tamil Nadu, India to transact the following businesses:-

Ordinary Business

- (1) Adoption of financial statements
To receive, consider and adopt:
 - (i) The Audited Financial Statements of the Company for the year ended 31st March 2019, the report of the Auditors thereon and the Board's Report.
 - (ii) The Audited Consolidated Financial Statements of the Company for the year ended 31st March 2019 and the report of the Auditors thereon.
- (2) Re-appointment of director
To appoint a Director in place of Mr. D Sudhakar Reddy (DIN-00047707), who retires by rotation and, being eligible offers himself for re-appointment.
- (3) Re-appointment of director
To appoint a Director in place of Mr. G. V. Kumar (DIN-00059107), who retires by rotation and, being eligible offers himself for re-appointment.

Special Business

- (4) Re-Appointment of Mr. GV Kumar as Managing Director & CEO of the Company
To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule-V thereto and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof) and on the basis of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their Meetings held on 28 May 2019 and subject to the approval of the Central Government, if any, the approval of the members of the Company be and hereby accord for re-appointment of Mr. G. V. Kumar (DIN: 00059107) as Managing Director and Chief Executive Officer(CEO) of the Company for a period of three years with effect from 01 April 2019 upon such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Director to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors (the 'Board') and Mr. G. V. Kumar."

"RESOLVED FURTHER THAT in the absence of or inadequacy of profits in any financial year during his tenure of office, the said remuneration will be paid as a Minimum Remuneration to Mr. G. V. Kumar, Managing Director of the Company, subject to the provisions of Schedule-V of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

"RESOLVED FURTHER THAT the Board of Directors be and is here by authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms/ returns with the Ministry of Corporate Affairs/ Stock Exchanges/ other authorities concerned."

- (5) Re-Appointment of Mr. D Sudhakar Reddy as Whole-time Director
To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule-V thereto and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof) and on the basis of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meetings held on 28 May 2019 and subject to the approval of the Central Government, if any, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. D Sudhakar Reddy (DIN: 00047707) as a Whole-time Director of the Company for a period of three years with effect from 01 April 2019 upon such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Director to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors (the 'Board') and Mr. D Sudhakar Reddy."

"RESOLVED FURTHER THAT in the absence of or inadequacy of profits in any financial year during his tenure of office, the said remuneration will be paid as a Minimum Remuneration to Mr. D Sudhakar Reddy, Whole-time Director of the Company, subject to the provisions of Schedule-V of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

"RESOLVED FURTHER THAT the Board of Directors be and is here by authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms/ returns with the Ministry of Corporate Affairs/ Stock Exchanges/ other authorities concerned."

- (6) Re-appointment of Mr. Anil Kumar Sood as an Independent Non-Executive Director.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr.

Anil Kumar Sood (DIN: 00086577), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 26th December, 2019 to 25th December, 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

- (7) Re-appointment of Mr. Anish Mathew as an Independent Non-Executive Director.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anish Mathew (DIN: 02545538), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 26th December, 2019 to 25th December, 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

- (8) Re-appointment of Ms. Leona Ambuja as an Independent Woman Director.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Leona Ambuja (DIN: 07138817), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Woman Director of the Company to hold office for second term of five consecutive years with effect from 01st April, 2020 to 31st March, 2025 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

- (9) Appointment of Branch Auditor

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

“**RESOLVED THAT** pursuant to the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Rules framed thereunder, the Board be and is hereby authorised to appoint from time to time Branch Auditors of any Branch office of the Company, whether existing or which may be opened/ acquired hereafter outside India, based on the recommendation of the Audit/ Risk & Compliance Committee, in consultation with the Company’s Auditors, any person(s) qualified to act as Branch Auditor within the meaning of section 143(8) of the Companies Act, 2013 and to fix their remuneration.”

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

Place : Hyderabad
Date : 28 May 2019

GV Kumar
Managing Director

NOTES:

- 1) The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
- 2) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as a proxy to attend and vote on his/ her behalf in the meeting and such person can act as a proxy on behalf of Members of the company not exceeding 50 (Fifty) and holding in aggregate not more than 10% (Ten percent) of the total shares. A member holding more than 10% (Ten percent) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 3) The instrument appointing the Proxy, duly completed must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the ANNUAL GENERAL MEETING is enclosed.
- 4) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 5) Members/ proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 6) Representatives/ Proxies submitted on behalf of Limited Companies, Societies and Partnerships firms, etc. must be supported by appropriate resolution/ authority as applicable issued by the member organization.
- 7) Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
- 8) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- 9) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- 10) Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
- 11) Members desiring any information with regard to Accounts/ Reports are requested to write to the Company at least ten days before the Meeting so as to enable the management to keep the information ready.
- 12) The Register of Members and Share Transfer Books of the Company will remain closed from 06th August 2019 to 14th August 2019 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable regulations of the SEBI Listing Regulations entered into with the Stock Exchanges.
- 13) Members who are holding physical shares more than one folio are requested to intimate to the company/ Registrar & Share Transfer Agents the details of all their Folio Numbers for consolidation into a single Folio.
- 14) Members whose shareholding is in the electronic mode are requested to direct change of address notifications and update bank account details to their respective Depository Participant(s).
- 15) Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID number on all correspondences with the Company. The transfer deeds, communication for change of address, bank details, ECS details, mandates (if any), should be lodged with the Registrar & Share Transfer Agents ('RTA') of the Company, Cameo Corporate Services Limited, Chennai. Members whose shares are held in the electronic mode are requested to intimate the same to their respective Depository Participants.
- 16) The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs ('MCA'), Government of India, has by its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively; permitted Companies to send official documents to their shareholders electronically as part of its Green Initiative in Corporate Governance. Recognising the spirit of the Circular issued by the MCA, we are sending documents like Notice convening the Annual General Meetings, Financial Statements, Board's Report, Auditors' Report, etc., to the e-mail address provided by you with your depositories.
- 17) Annual Report 2018-19 with Attendance Slip and Proxy forms are being sent by electronic mode only to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purpose unless a member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report are being sent by the permitted mode.
- 18) Members may note that the Notice of the 19th Annual General Meeting and the Annual Report 2018-19 will also be available on the Company's website www.megasoft.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at investors@megasoft.com.
- 19) Additional information pursuant to SEBI Listing Regulations in respect of the Directors seeking appointment at the Annual General Meeting is furnished and forms part of the Notice. The directors have furnished the requisite consents/ declarations for their appointment/ re-appointment.
- 20) The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 21) Voting through electronic means - Pursuant to Section 110 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the Listing Regulations, the Company is pleased to provide a facility to the members to exercise their right to vote at the 19th Annual General Meeting by electronic means and all the business shall be transacted through e-voting services provided by CDSL. The instructions for e-voting are given herein below.
- 22) The Company has appointed Mr. M Damodaran, Sole Proprietor of M/s. Damodaran & Associates, Practicing Company Secretaries, Chennai as Scrutinizer for conducting the e-voting process in fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 10th August 2019 at 9.00 A.M. and ends on 12th August 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 05th August 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders/Members
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:
- (ix) After entering these details appropriately, click on "SUBMIT" tab.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letter. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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 (iv).

- (x) Members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Megasoft Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT

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

Annexed to the Notice convening the 19th Annual General Meeting to be held on Tuesday, the 13th August, 2019 at 09.00 a.m. (IST).

Item No. 4 – Re-Appointment of Mr. GV Kumar as Managing Director

Mr. GV Kumar (DIN-00059107), aged 52 years, is the Managing Director of the Company and is having over 28 years of industry experience in the field. He is an Electrical Engineer with Post Graduate degree in Management. His current term of appointment as a Managing Director of the Company expired on 31 March 2019. He has excellent grasp and thorough knowledge and experience of not only engineering and technology but also of general management. His knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the concerted opinion that for smooth and efficient running of the business, the services of Mr. G. V. Kumar should be available to the Company for further periods. In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, on the basis of the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to approval of the members at the ensuing AGM, at its meeting held on 28 May 2019, re-appointed him as the Managing Director of the Company for a further period of Three Years with effect from 01 April 2019 on the remuneration of ₹ 1,90,000/- (Rupees One Lakhs Ninety Thousand only) per month. In case, the Company has no profits or its profits are inadequate, then the said remuneration shall be paid in accordance with the provisions of the Companies Act, 2013 read with Schedule-V of the Act. Following are the details of the salary proposed to be paid to Mr. GV Kumar, Managing Director:

- (i) Salary: ₹ 1,90,000/- Per Month
- (ii) Perquisites:
 - a) House Rent Allowance up to 50 % of Salary.
 - b) Reimbursement of medical expenses as per the rules of the Company
 - c) Leave travel concession/allowance as per the rules of the Company
 - d) Club Membership of two clubs
 - e) Group Mediclaim Insurance Coverage as per the rules of the Company
 - f) Group Personal Accident Insurance Coverage as per the rules of the Company
 - g) Other allowances as per the rules of the Company
- (iii) Other benefits:
 - a) Leave with Salary as per the rules of the Company
 - b) Provident Fund as per the rules thereof.
 - c) Gratuity as per the rules of the Company
 - d) Encashment of Leave as per the rules of the Company
 - e) Provision of car for use on Company's business
 - f) Free Landline telephone and mobile telephone facility for Business purposes
 - g) Reimbursement of entertainment expenses for business purpose

This may also be treated as an abstract of the terms of the contract and memorandum of interest in relation to re-appointment of Mr. G. V. Kumar (DIN-00059107), Managing Director and payment of remuneration pursuant to Section 190 of the Companies Act, 2013.

None of the (i) Directors, (ii) Key Managerial Personnel and (iii) relatives of the persons mentioned in (i) and (ii), are concerned or interested in the said Resolution, except Mr. GV Kumar.

Your Directors, therefore, recommend the resolution for your approval as Special Resolution.

Item No. 5– Re-Appointment of Mr. D Sudhakar Reddy as Whole-time Director

Mr. D Sudhakar Reddy (DIN: 00047707), aged 60 years, is the Whole-time Director of the Company and having over three decades of experience in the field of accounting, taxation, Information System Audit. He is a Fellow Member of The Institute of Chartered Accountants of India. His current term of appointment as a Whole-time Director of the Company expired on 31 March 2019. The Board of Directors is of the concerted opinion that for smooth and efficient running of the business, the services of Mr. D Sudhakar Reddy should be available to the Company for further periods. In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, on the basis of the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to approval of the members at the ensuing AGM, at its meeting held on 28 May 2019, re-appointed him as the Whole-time Director of the Company for a further period of Three Years with effect from 1 April 2019 on the remuneration of ₹ 65,000/- (Rupees Sixty Five Thousand only) per month. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provisions of the Companies Act, 2013 read with Schedule-V of the Act. Following are the details of the salary proposed to be paid to Mr. D Sudhakar Reddy, Whole-time Director:

- (i) Salary: ₹ 65,000/- Per Month
- (ii) Perquisites:
 - a) House Rent Allowance up to 50 % of Salary.
 - b) Reimbursement of medical expenses as per the rules of the Company
 - c) Leave travel concession/ allowance as per the rules of the Company
 - d) Club Membership of two clubs
 - e) Group Mediclaim Insurance Coverage as per the rules of the Company
 - f) Group Personal Accident Insurance Coverage as per the rules of the Company
 - g) Other allowances as per the rules of the Company

(iii) Other benefits:

- a) Leave with Salary as per the rules of the Company
- b) Provident Fund as per the rules thereof.
- c) Gratuity as per the rules of the Company
- d) Encashment of Leave as per the rules of the Company
- e) Provision of car for use on Company's business
- f) Free Landline telephone and mobile telephone facility for Business purposes
- g) Reimbursement of entertainment expenses for business purpose

This may also be treated as an abstract of the terms of the contract and memorandum of interest in relation to re appointment of Mr. D Sudhakar Reddy (DIN: 00047707), Whole-time Director and payment of remuneration pursuant to Section 190 of the Companies Act, 2013.

None of the (i) Directors, (ii) Key Managerial Personnel and (iii) relatives of the persons mentioned in (i) and (ii), are concerned or interested in the said Resolution, except Mr. D Sudhakar Reddy.

Your Directors, therefore, recommend the resolution for your approval as Special Resolution.

Item No. 6- Re-appointment of Mr. Anil Kumar Sood as an Independent Non-Executive Director.

Mr. Anil Kumar Sood was appointed as an Independent Non-Executive Director of the Company by the members at the Extra-Ordinary General Meeting (through postal ballot) of the Company held on 26th December, 2014 for a period of five consecutive years commencing from 26th April, 2014 upto 25th December, 2019.

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, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anil Kumar Sood, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 25th December, 2019 to 24th December, 2024 and whose office shall not be liable to retire by rotation.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Anil Kumar Sood fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Anil Kumar Sood as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Anil Kumar Sood as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Anil Kumar Sood as an Independent Director for another term of five consecutive years with effect from 25th December, 2019 to 24th December, 2024, for the approval by the shareholders of the Company.

Except Mr. Anil Kumar Sood, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM.

Item No. 7- Re-appointment of Mr. Anish Mathew as an Independent Non-Executive Director.

Mr. Anish Mathew was appointed as an Independent Non-Executive Director of the Company by the members at the Extra-Ordinary General Meeting (through postal ballot) of the Company held on 26th December, 2014 for a period of five consecutive years commencing from 26th April, 2014 upto 25th December, 2019.

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, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anish Mathew, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 25th December, 2019 to 24th December, 2024 and whose office shall not be liable to retire by rotation.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Anish Mathew fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Anish Mathew as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Anish Mathew as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Anish Mathew as an Independent Director for another term of five consecutive years with effect from 25th December, 2019 to 24th December, 2024, for the approval by the shareholders of the Company.

Except Mr. Anish Mathew, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the AGM.

Item No. 8- Re-appointment of Ms. Leona Ambuja as an Independent Woman Director.

Ms. Leona Ambuja was appointed as an Independent Woman Director of the Company by the members at the 15th Annual General Meeting of the Company held on 23rd September, 2015.

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, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Leona Ambuja, being eligible for re-appointment as an Independent Woman Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 23rd September, 2020 to 22nd September, 2025 and whose office shall not be liable to retire by rotation.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Ms. Leona Ambuja fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as an Independent Woman Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Leona Ambuja as an Independent Woman Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Leona Ambuja as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Ms. Leona Ambuja as an Independent Director for another term of five consecutive years with effect from 1st April, 2020 to 31st March, 2025, for the approval by the shareholders of the Company.

Except Ms. Leona Ambuja, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice of the AGM.

Item No. 9 – Appointment of Branch Auditor

The Company has branches outside India and may also open / acquire new branches outside India in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches to meet the compliance of laws applicable in those countries. The Members are requested to authorise the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

None of the directors or key managerial personnel or their relatives is concerned or interested in the Resolution.

Your Directors, therefore, recommend the resolution for your approval as Ordinary Resolution.

The information in respect of the Company and the Managerial Personnel in respect of item No. 4 & 5 as per SCHEDULE-V of the Companies Act, 2013:

(1) GENERAL INFORMATION:

- (a) Nature of Industry: The Company is a unique trans-national company with customers, employees and operations across multiple continents and combines the best global practices with a focus on the global telecommunications domain.

- (b) Date or expected date of commencement of commercial production: The Company has already commenced its business activities.
- (c) In case of new companies, expected date of commencement of activities as per project approved by the FIs appearing in the prospectus: Not Applicable
- (d) Foreign Investment or collaborations, if any: Not Applicable

(2) INFORMATION ABOUT THE APPOINTEE

Particulars	Item No. 4	Item No. 5
Background Details	<p>Mr. G. V. Kumar (DIN-00059107), aged 52 years, is the Managing Director of the Company. He is an Electrical Engineer with Post Graduate degree in Management. He is a highly qualified professional and the company has engaged his services based on his managerial and technical capabilities.</p> <p>He has over two decades of experience in IT & Telecom Industries. Before joining Megasoft he held various senior Management positions at Godrej Group of India. His last assignment with them was for more than three years as CEO, Godrej Telecom Limited, the Telecom arm of Godrej Group.</p>	<p>Mr. D Sudhakar Reddy (DIN-00047707), aged 60 years, is the Whole-time Director of the Company. He is a Fellow Member of The Institute of Chartered Accountants of India. He is a highly qualified professional and the company has engaged his services based on his managerial and technical capabilities. He was in practice for over fifteen years and is an expert in Finance, Tax and Corporate Laws.</p> <p>The job of the Whole-time Director shall be to carry out day-to-day functions and shall be responsible for day-to-day operations, subject to control, superintendence and supervision by the Board.</p>
Past Remuneration	₹ 1,90,000/- per month (since 1 April 2016, last approval of members) plus applicable allowances/ reimbursements	₹ 65,000/- per month (since 1 st April 2016, last approvals of members) plus applicable allowances/ reimbursements
Recognition or Awards	The work done in discharge of his duties as Director has been recognised in the industry.	The work done in discharge of his duties as Director has been recognised in the industry.
Job Profile and his suitability	Subject to superintendence, control and direction of the Board, Mr. G. V. Kumar shall manage and superintend the business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable. He has a very rich experience in this area of business.	Subject to superintendence, control and direction of the Board, Mr. D Sudhakar Reddy shall manage and superintend the business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable. He has a very rich experience in this area.
Remuneration Proposed	Same remuneration of ₹ 1,90,000/- per month from 01 April 2019 till 31 March 2022 (as mentioned in the foregoing paragraphs).	Same remuneration of ₹ 65,000/- per month from 01 April 2019 till 31 March 2022 (as mentioned in the foregoing paragraphs).
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Remuneration proposed is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of the job, the salary proposed is justified.	The Remuneration proposed is commensurate with the industry and size of the business and keeping in mind the rich experience he is having and future responsibilities of the job, the salary proposed is justified.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Besides the remuneration, Mr. G. V. Kumar does not have any other pecuniary relationship with the company	Besides the remuneration, Mr. D Sudhakar Reddy does not have any other pecuniary relationship with the company

(3) OTHER INFORMATION:

- (a) Reasons of loss or inadequate profits: The global economic slowdown over the last few years and loss of its major customers in last few years resulted in lower revenues and profitability.
- (b) Steps taken or proposed to be taken for improvement: The global economic downturn in last few years has hindered, and continues to limit, capital availability to the Telecom industry. However, there are still areas of mobile operator investment for which the Company has existing solutions and capabilities, namely in 4G/LTE mobile infrastructure and mobile commerce. Earlier investment of resources, as well as implementations that we have leveraged to expand our knowledge and expertise, have enabled the company to position itself with a solution suite to meet the needs of the market.
- (c) Expected increase in productivity and profits in measurable terms: The Company has implemented various economic measures post loss of its major customers and replaced with new businesses. Also, with the new orders in the pipeline, the company is expected to post better results in the coming year.

- (4) **DISCLOSURES:** The following disclosures have been made in the Corporate Governance Report as and when required:
- All elements of remuneration package such as salary, benefits, bonus, stock options, pension, etc. of all the Directors
 - Details of fixed component and performance linked incentives along with performance criteria
 - Service contracts, notice period, severance fees
 - Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

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

Place: Hyderabad
Date: 28 May 2019

GV Kumar
(DIN: 00059107)
Managing Director



Route Map for AGM venue

**MEGASOFT LIMITED**

CIN: L72200TN1999PLC042730

Registered Office : 85, Kutchery Road, Mylapore, Chennai 600004, Tamilnadu, India.
www.megasoft.com**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :

Registered Address : E-mail Id :

Folio No : DP ID /Client Id :

I/We, being the member (s) holding _____ number of equity shares of the above named company, hereby appoint

1. Name : _____ Address : _____
E-mail Id : _____ Signature : _____, or failing him
2. Name : _____ Address : _____
E-mail Id : _____ Signature : _____, or failing him
3. Name : _____ Address : _____
E-mail Id : _____ Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting to be held at Gayatri Hall, Hotel Gokulam Park, 67, 1st Avenue, Ashok Nagar, Chennai-600083, Tamil Nadu, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against	Abstained
Ordinary Business				
1	To consider and adopt: (i) Audited Standalone Financial Statements and Report of the Board of Directors and Auditors thereon (ii) Audited Consolidated Financial statements and Reports of the Auditors thereon.			
2	Re-appointment of Mr. D Sudhakar Reddy (DIN-00047707), who retires by rotation and, being eligible offers himself for re-appointment.			
3	Re-appointment of Mr. GV Kumar (DIN-00059107), who retires by rotation and, being eligible offers himself for re-appointment.			
Special Business				
4	Re-Appointment of Mr. GV Kumar as Managing Director & CEO of the Company.			
5	Re-Appointment of Mr. D Sudhakar Reddy as Whole-time Director.			
6	Re-appointment of Mr. Anil Kumar Sood as an Independent Non-Executive Director.			
7	Re-appointment of Mr. Anish Mathew as an Independent Non-Executive Director.			
8	Re-appointment of Ms. Leona Ambuja as an Independent Woman Director.			
9	Appointment of Branch Auditor			

Signed this _____ day of _____ 2019

Signature of shareholder:

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Proxy holder

Affix ₹ 1/-
Revenue
Stamp
& Sign
Across the
Stamp**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



**MEGASOFT
MEGASOFT LIMITED**

CIN: L72200TN1999PLC042730

Registered Office : 85, Kutchery Road, Mylapore, Chennai 600004, Tamilnadu, India.
www.megasoft.com

ATTENDANCE SLIP

Name of the shareholder _____

Regd Folio No. _____

DP/ Client ID No.* _____

No. of shares held _____

I hereby certify that I am a Member/Proxy for the Member of the Company

I hereby record my presence at the 19th Annual General Meeting of the Company at Gayatri Hall, Hotel Gokulam Park, 67, 1st Avenue, Ashok Nagar, Chennai-600083, Tamil Nadu, India.

(Signature of Member /Proxy)

Member's /Proxy's name in BLOCK LETTERS

Note: Please Fill up this attendance slip and hand it over at the entrance of the meeting hall

Members are requested to bring their copies of the Annual Report to the Meeting

* For share(s) held in electronic form.