



MEGRI SOFT LIMITED
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Website: www.megrisoft.com
CIN: L72200CH1992PLC011996

To

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001 Email Id: corp.compliance@bseindia.com Scrip Code: 539012	Head- Listing & Compliance Metropolitan Stock Exchange of India Ltd. 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani junction, LBS Road, Kurla(West),Mumbai – 400070 Email Id: listingcompliance@msei.in Symbol: MEGRISOFT
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Subject: Notice of the 33rd Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Dear Sirs,

This is to inform you that the **33rd Annual General Meeting (AGM)** of the Company is scheduled to be held on **Monday, September 30, 2024, at 02:30 P.M. IST.** through video conferencing (VC) or other audio visual means (OAVM) as per the details mentioned in the enclosed Notice of the AGM.

In compliance with Regulation 34(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended, read with applicable Circulars of the MCA and SEBI, the Annual Report for the Financial Year (FY) 2023-24 comprising the Notice of the AGM, the standalone and consolidated financial statements for the FY 2023-24, along with Board's Report, Auditors' Report and other document required to be attached thereto, is being sent to all the members of the Company whose email addresses are registered with the Company/ Depository Participant(s).

The Notice of 33rd AGM, Annual Report for FY 2023-24 have also been made available on the website of the Company at the link www.megrisoft.com

Kindly take the above on your record and disseminate to all concerned.

Thanking You,

**Yours Faithfully,
For Megri Soft Limited**

(Khushboo Goyal)
Company Secretary & Compliance Officer
M.No: 38151

Date: August 28, 2024
Place: Chandigarh

MEGRI SOFT LIMITED
CIN: L72200CH1992PLC011996
Regd. Office. SCO 80, Sector 47-D, Chandigarh-160047
Tel No.: 0172-2631550, Fax No.: 0172-2631561
Website: www.megrisoft.com, E-mail: legal@megrisoft.com

NOTICE

NOTICE is hereby given that the **33rd (Thirty-Third) Annual General Meeting ('AGM')** of the members of Megri Soft Limited. (the 'Company') will be held on Monday, September 30, 2024, at 02:30 P.M. IST through Video Conferencing (VC)/Other Audio Visual Means ('OAVM') organized by the Company to transact the following businesses. The venue of the Meeting shall be deemed to be the Registered Office of the Company situated at SCO 80, Sector 47-D Chandigarh 160047, and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses.

ORDINARY BUSINESS(ES):-

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024, and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

- a. **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
- b. **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint a Director in place of Ms Aprajita Kohli (DIN: 02489600), who retires by rotation, and, being eligible, offers herself for re-appointment by passing the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms Aprajita Kohli (DIN: 02489600), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

3. To appoint M/s. Narinder Kumar and Company, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration by passing the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Narinder Kumar and Company, Chartered Accountants (Firm Registration No. 030737N), be and are hereby appointed as Statutory Auditors of the Company to hold office for the 5 (five) consecutive years from the conclusion of this 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company (including its Committees).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees) be and is hereby authorized to decide and/or alter the terms and conditions of the aforesaid appointment, including the remuneration of the Statutory Auditors, for the relevant years during the aforesaid term of their appointment and to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS(ES):-

4. **To Approve Material Related Party Transaction(S) with Basel Investments Limited**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’) read with Section 188 of the Companies Act, 2013 (“the Act”) as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company’s Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Basel Investments Limited, and a related party of the Company within the meaning of Regulation 2(1)(zb) of SEBI Listing Regulations, for Capital Commitment for subscription or purchase of Equity shares specified in the explanatory statement forming part of this notice, whether by way of entering into new contract or renewal(s) or extension(s) or modification(s) of earlier contract(s)/arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, directly or through wholly owned subsidiary(ies), for an amount not exceeding in aggregate INR 30,000,000 (Indian Rupees Three Crores Only) in one or more tranches, from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

5. To appoint Ms. Diksha (DIN:07072776) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Regulation 16, Regulation 17, Regulations 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the basis of the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the appointment of Ms. Diksha (DIN: 07072776) who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013, read with Regulation 16(1)(b) of SEBI Listing Regulations, as amended from time to time, and who is eligible for appointment under the provisions of the Act and Rules made thereunder and SEBI Listing Regulations and confirming that he do not have any interest in any member and fiduciary relationship with any of the shareholders of the Company and do not have any interested positions in commercial contracts and financial affairs of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, and to hold office for 5 (Five) consecutive years on the Board of the Company w.e.f. October 1, 2024, upto September 30, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) or Director(s) or the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient, or desirable to give effect to above resolution.”

6. To approve material related party transactions between Megrisoft Limited, a subsidiary of the Company incorporated outside India in United Kingdom with Aprajita Kohli, Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, read with Section 188 of the Companies Act, 2013 (“the Act”) as may be applicable, and other applicable provisions of the Act, if any, read with

related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee, Nomination & Remuneration Committee, and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) approve the appointment of Ms. Aprajita Kohli, a director of the Company and its subsidiary, as the Chief Executive Officer of Megrisoft Limited in United Kingdom, a wholly-owned subsidiary of the Company, and the payment of maximum remuneration to her in such capacity up to a maximum of GBP 36,000 per annum, for a period of five years with effect from October 1, 2024 to September 30, 2029, a related party falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2024-25 on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as detailed in the explanatory statement provided that the said transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board of the subsidiary **Megrisoft Limited United Kingdom** in connection with any matter referred to or contemplated in this resolution be and is hereby approved and confirmed in all respects.

RESOLVED FURTHER that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and are hereby approved, ratified and confirmed in all respects."

7. **Re-appointment of Mr. Rajnesh Sharma (DIN:02528435) as a Whole Time Director of the Company and fix remuneration**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Rajnesh Sharma (DIN:02528435), Whole Time Director of the Company whose period of office is liable to expire on September 30, 2024, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as Whole Time Director (designated as "Chief Financial Officer") of the Company for a period of five years with effect from October 1, 2024 to September 30, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the approval and recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to approve the payment of remuneration to Mr. Rajnesh Sharma (DIN:02528435), with effect from October 1, 2024 as below:

Remuneration as Whole-time Director:

Fixed Salary: Maximum 600,000 (Rupees six lacs only) per annum

Other Perquisites and Benefits:

Medical: Reimbursement of self, spouse and dependent children up to a maximum of one month's basic pay as per the Company policy.

Leave with full pay and allowance: Leave with full pay and allowance as per Company's policy.

Reimbursement of travel, stay, and entertainment expenses are actually and properly incurred in the course of business as per the Company's policy.

Minimum remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Whole-time Director, the Company has no profits, or its profits are inadequate, the Company will pay remuneration by way of salary, including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013.

Sitting Fees: The Executive Chairman shall not be entitled to sitting fees for attending the meetings of the Board of Directors of the Company or any Committees thereof

RESOLVED FURTHER THAT the overall remuneration payable to Mr. Rajnesh Sharma (DIN:02528435), shall not exceed the limits prescribed under the applicable provisions of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

Place: Chandigarh
Date: August 28, 2024

By order of the Board of Directors

Registered Office:

S.C.O. 80, Sector 47- D
Chandigarh(UT) 160047
CIN:L72200CH1992PLC011996
Website: www.megrisoft.com
Email: legal@megrisoft.com
Tel.: 91-172-2631550

Sd/-
Khushboo Goyal
Membership No. ACS 38151
Company Secretary and Compliance Office

Notes:

1. Circular No. 20/2020 dated 05.05.2020, Circular No. 22/2020 dated 15.06.2020, Circular No. 33/2020 dated 28.09.2020, Circular No. 39/2020 dated 31.12.2020, Circular No. 02/2021 dated 13.01.2021, Circular No. 10/2021 dated 23.06.2021, Circular No. 19/2021 dated 08.12.2021, Circular No. 20/2021 dated 08.12.2021, Circular No. 21/2021 dated 14.12.2021, Circular No. 2/2022 dated 05.05.2022, Circular No. 10/2022 dated 28.12.2022 and Circular No. 09/2023 dated 25.09.2023 issued by the Ministry of Corporate Affairs (MCA)(hereinafter collectively referred as ‘the MCA Circulars’) and Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020, Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05.2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023 and Circular No. SEBI/HO/CFD/CFD/POD/P/CIR/2023/167 dated 07.10.2023 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as ‘the Circulars’), companies are allowed to conduct the AGM through VC/OAVM without the physical presence of members at a common venue. Hence, in compliance with these Circulars, the AGM of the Company is being held through VC/OAVM.
2. Since the AGM is being conducted through VC/OAVM, the facility for the appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
3. An Explanatory Statement pursuant to Section 102(1) of the Act is annexed hereto. Further, Information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and Secretarial Standard-2 in respect of the Directors seeking appointment/ re-appointment at the AGM is given in Annexure-A to the Notice.
4. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members. The Members seeking to inspect such documents can send an email to legal@megrisoft.com

6. Members intending to require information about financial statements to be explained at the AGM are requested to write to the Company at least ten days in advance of the AGM at investors@megrisoft.com.
7. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization.
8. Members holding shares in dematerialized mode are requested to intimate all changes, if any, with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name, etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better services to the members.
9. Effective April 1, 2024, SEBI has mandated that the shareholders who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall not be eligible to get dividend in electronic mode. Accordingly, payment of dividends, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Pursuant to the above, the Company has sent individual letters to all the members holding shares in physical form for furnishing their PAN, KYC details, nomination, etc. Members are requested to submit these details to the Company's RTA by using any one of the following modes for submission:

a) through 'In Person Verification' (IPV): by producing the originals to the authorized person of the RTA at M/s Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi – 110062, Phone No. : 011-29961281-83, Fax No. : 011 – 29961284, E-mail : beetalrta@gmail.com, who will retain copy(ies) of the document(s).

b) in hard copy: by furnishing self-attested photocopy(ies) of the relevant document with date at aforesaid address.

c) through electronic mode with e-sign:

i) in case your e-mail is already registered with the company, you may send the scanned copies of your KYC documents with e-sign at the dedicated e-mail-id: beetalrta@gmail.com

Kindly mention the e-mail subject line as 'KYC Updation - (Company Name) - Folio No :

Relevant formats for submitting the above-mentioned details are available on the website of the Company as detailed below:

Form for availing investor services to register PAN, e-mail address, bank details and other KYC details or changes/update thereof for securities held in physical mode	Form ISR-1
Update of signature of securities holder	Form ISR-2
For nomination as provided in the Rule 19(1) of the Companies (Share capital and debenture) Rules, 2014	Form SH-13
Declaration to opt out	Form ISR-3
Cancellation of nomination by the holder(s) (along with Form ISR-3)/Change of Nominee	Form SH-14
Form for requesting issue of duplicate share certificate and other service requests for shares held in physical form	Form ISR-4
The forms for updating the above details are available at: https://www.megrisoft.com/information-for-shareholders	

As per the erstwhile requirement, in case a holder of physical securities failed to furnish PAN, nomination, contact details, bank account details and specimen signature by October 01, 2023, Beetal Financial & Computer Services Pvt. Ltd. was obliged to freeze such folios. To mitigate unintended challenges on account of freezing of folios, SEBI vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC and nomination details.

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN) mandates, Nominations, power of attorney, to their DPs in case shares are held in electronic form or to the company 's RTA i.e Beetal Financial & Computer Services Private Limited. in case shares are held in physical form.

11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or of staying abroad or demise of any member as soon as possible. Members are also advised not to leave their de-mat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned depository participants and holdings should be verified.
12. Non-resident Indian shareholders are requested to inform about the following to the Company or its RTA or the concerned depository participant, as the case may be, immediately of:
 - a. the change in the residential status on return to India for permanent settlement.
 - b. the particulars of the NRE Account with a Bank in India, if not furnished earlier
13. Process for dispatch of Annual Report and registration of e-mail address for obtaining copy of Annual Report:

In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depository Participant. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.megrisoft.com, websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Ltd. at www.bseindia.com and www.msei.in respectively, and on the website of Central Depository Services (India) Limited (CDSL) at the website address www.evotingindia.com. The members of the Company are requested to send their request for registration of e-mail address by following the procedure given below for the purpose of receiving the AGM Notice along-with Annual Report 2023-24.

- **Registration of e-mail address for shareholders holding shares in physical form:**

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with Beetal Financial & Computer Services Private Limited.

- **For Permanent Registration of e-mail addresses for shareholders holding shares in demat form:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant by following the procedure prescribed by the Depository Participant.

- **For Temporary Registration of e-mail addresses for shareholders holding shares in demat form:**

The Members of the Company holding Equity Shares of the Company in dematerialized form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Beetal Financial & Computer Services Private Limited. The Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail address.

Those shareholders who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants/the Company's RTA to enable servicing of communication and documents electronically.

In case of any queries, shareholders may write either to the Company at investors@megrisoft.com or to the RTA at aforesaid e-mail id.

Registering e-mail address will help in better communication between the Company and you as an esteemed stakeholder and importantly will reduce use of paper, thereby contributing towards green environment.

However, a member is also entitled for getting the hard copy of the Notice along-with Annual Report upon making a request via e-mail to investors@megrisoft.com or to the RTA at aforesaid e-mail id beetalrta@gmail.com

14. Procedure for joining the AGM through VC/OAVM:

CDSL will be providing facility for voting through Remote E-Voting, for participation in the 33rd AGM through VC/OAVM facility and E-Voting during the 33rd AGM.

The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the respective Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Procedure to raise questions/seek clarifications with respect to Annual Report at the 33rd AGM:

Members can submit their questions in advance from their registered e-mail address, mentioning their Name, DP ID and Client ID number/folio number and mobile number, in order to reach the Company's e-mail address i.e. investors@megrisoft.com at least 48 hours in advance before the start of the AGM i.e. by September 28, 2024, 05:30 P.M. IST. Such questions by the Members shall be taken up during the AGM and replied by the Company suitably.

Members, who would like to ask questions during the AGM, need to register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID number/ folio number and mobile number. The request shall reach the

Company's email address i.e. investors@megrisoft.com at least 48 hours in advance before the start of the AGM i.e. by September 28, 2024, 05:30 P.M. IST. Those members who have registered themselves as a speaker shall be allowed to express their views or ask questions during the AGM.

The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

15. Voting through electronic means:

All the shareholders of the Company, including retail individual investors, institutional investors, etc. are encouraged to attend and vote in the AGM to be held through VC/OAVM.

- I. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Circulars, members are provided with the facility to cast their votes by electronic means through the Remote E-Voting platform provided by the CDSL. The Remote E-Voting period will commence on Friday, September 27, 2024, at 09:00 A.M. IST and will end on Sunday, September 29, 2024, at 05:00 P.M. IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 23, 2024 may cast their vote through Remote E-Voting. The Remote E-Voting module will be disabled by CDSL for voting thereafter. The voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The manner of Remote E-Voting by members is provided in the 'Instructions for Remote E-Voting' section which forms part of this Notice.
 - II. You can also update your mobile number and e-mail address in the user profile details of the folio, which may be used for sending future communication(s).
 - III. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of Monday, September 23, 2024. Any person who is not a member as on the cut-off date should treat the Notice for information purpose only.
 - IV. Members who have cast their votes by Remote E-Voting prior to the AGM may also attend/participate in the AGM through VC/OAVM, but they shall not be entitled to cast their vote again in the AGM.
 - V. The Scrutinizer shall, immediately after the conclusion of the E-Voting at the 33rd AGM unblock the votes cast through Remote E-Voting and E-Voting at AGM and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, not later than 2 working days in terms of the Listing Regulation or 3 days in terms of the Act, whichever is earlier, from the conclusion of the 33rd AGM, to the Chairman of the Company or any other director/person duly authorized by him in writing, who shall countersign the same & declare the results of the voting forthwith.
16. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. September 23, 2024 have the option to obtain user-ID & password by sending a request at legal@megrisoft.com and may follow the same instructions as mentioned above for e-voting.
 17. A copy of this notice has been placed on the website of the Company at www.megrisoft.com and the website of CDSL at www.cdslindia.com. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the depository participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).
 18. The Company has appointed Mr. Vikas Wassan (Membership No.530011), Proprietor of M/s Vikas Wasson & Associates Chartered Accountants (FRN 026171N) H.No. 1945/8 Street No. 8 Preet Colony Opp. Civil Hospital Road, Ropar, Punjab 140001, as the Scrutinizer to scrutinize remote e-voting process and e-voting at the Meeting in a fair and transparent manner.
 19. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of electronic voting for all those members who are present at the AGM but have not casted their votes by availing the Remote E-Voting facility.
 20. The results shall be declared after the AGM of the Company within above stipulated time. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.megrisoft.com and on the website of CDSL and communicated to the Stock Exchanges.
 21. The Register of members & Share Transfer books will remain closed from Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive).

22. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the Listing Regulations and as per provisions of the Act.
23. In support of the Green Initiative, the Notice of AGM and the copies of audited standalone & consolidated financial statements, directors' report, auditors' report etc. will also be displayed on the website at www.megrisoft.com of the Company. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the depository participants. Those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of e-AGM, may temporarily get themselves registered by writing to the Company or RTA quoting their folio number(s).

STATEMENT / EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 to 7 of the accompanying Notice:

Item No 3 -Appointment of Statutory Auditors

The Members at the 33rd (Thirty-Third) Annual General Meeting of the Company held on September 30, 2020, had approved the appointment of M/s. Sanjay Arora & Associates Chartered Accountants (FRN-08445N), as Statutory Auditors of the Company, to hold office till the conclusion of the 33rd (Thirty-Third) Annual General Meeting of the Company. Accordingly, the tenure of M/s Sanjay Arora & Associates Chartered Accountants, Statutory Auditor of the Company, will come to an end with the conclusion of the 33rd (Thirty-Third) Annual General Meeting and then ceases to be Statutory Auditors of the Company.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in the conduct of the audit, independence, eligibility, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on August 28, 2024, proposed the appointment of M/s. Narinder Kumar and Company (Firm Registration No. 030737N) Chartered Accountants, as the Statutory Auditors of the Company, for a term of 5 (five) consecutive years from the conclusion of the 33rd (Thirty-Third) Annual General Meeting of the Company till the conclusion of the 38th (Thirty-eight) Annual General Meeting of the Company to be held in the year 2029 at a remuneration as may be mutually agreed between the Board and the Statutory. The aforesaid appointment is subject to the approval of the members of the Company at the 33rd (Thirty-Third) Annual General Meeting.

M/s. Narinder Kumar and Company Chartered Accountants (Firm Registration No. 030737N) ('the Audit Firm'), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ('ICAI'). It is primarily engaged in providing audit and assurance services to its clients and has a valid Peer Review Certificate. The Audit Firm has consented to its appointment as Statutory Auditors and has confirmed that if appointed, its appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the Members. None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No.3 of the Notice.

Details required as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular issued vide circular no.SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July, 2023:

Particulars	M/s. Narinder Kumar and Company Chartered Accountants (Firm Registration No. 030737N)
Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise.	The tenure of M/s Sanjay Arora & Associates Chartered Accountants, Statutory Auditor of the Company, will come to an end with the conclusion of the 33rd (Thirty-Third) Annual General Meeting and then ceases to be Statutory Auditors of the Company. M/s. Narinder Kumar and Company Chartered Accountants (Firm Registration No. 030737N), appointed as the Statutory Auditors of the Company for the term of five years
Date of appointment & term of appointment.	28th August, 2024

	M/s. Narinder Kumar and Company, Chartered Accountants (Firm Registration No. 030737N), be and are hereby appointed as Statutory Auditors of the Company to hold office for the 5 (five) consecutive years from the conclusion of this 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company.
Brief Profile (in case of appointment)	M/s. Narinder Kumar and Company is a firm of Chartered Accountants, CA Narinder Kumar Garg, with more than 44 years of experience. The firm provides services such as Accounting, Audit and Assurance, Tax, Company Law Matters, and Management Consultancy.
Disclosure of relationships between directors (in case of appointment of a director)	Not related to any Directors/ Key Managerial Personnel of the Company.

Item No. 4 - Approve Material Related Party Transaction(S) with Basel Investments Limited

Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") provides that all material related party transactions and subsequent material modifications as defined by the Audit Committee under sub-regulation (2) of Regulation 23 shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of SEBI Listing Regulations defines "related party transaction" to mean a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Background, details and benefits of the transaction:

Basel Investments Limited is a Non-bank financial services company registered with the Reserve Bank of India. It is registered in the RBI Category: NBFC-ND ('B' category) Loan Company. The company was incorporated in 1989, and since then, it has been carrying on the business of Loans and investments. The company has already invested a sum of Rs 38 lacs Since 1997 from time to time. Mohanesh Kohli, Promotor Director of Megri Soft Limited, joined as a non-executive on 15th March 2024. Mohanesh Kohli, the promotor, is now the common director of both companies.

The Basel Investments Limited proposes to expand its business in venture capital, investment in IT startups, funding startups, and loans. The company foresees a better investment plan for the future and proposes to invest in equity of the Basel Investments Limited from time to time in the coming years.

Further, The Management has provided the Audit Committee and Board of Directors of the Company with the relevant details of various investments to be made in future. The Audit Committee and the Board of Directors of the Company have granted approval for entering into equity investments an amount not exceeding in aggregate INR 30,000,000 (Indian Rupees Three Crores Only) in one or more tranches, from time to time subject to the approval of the Shareholders.

The value of such transaction(s) (individually or taken together with previous transactions) for each of the proposed items from time to time, may exceed Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and hence, approval of the shareholders of the Company by way of an ordinary resolution is being sought.

The Committee and the Board has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company and Basel Investments Limited.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/CMD1/ CIR/P/2021/662, dated November 22, 2021, the Particulars of transactions to be entered into by the Company with related parties are as under:

Name of Related Party	Basel Investments Limited
Nature of Relationship including nature of interest, financial or otherwise)	Mohnesh Kohli, Promotor of Megri Soft Limited also director of Basel Investments Limited w.e.f from 15th March 2024
Aggregate maximum value of the contract/ arrangement/ transaction (from time to time) (Rs. in Crores)	Proposed Investment 3 Crores
Nature and material terms of contract/ arrangement/ transaction	Investment in Equity Shares

Details of the proposed transactions with Basel Investments Limited being a related party of the Company, including the information pursuant to the SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (inter-alia consolidating the requirements of the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021), are as follows:

S.N.	Description	Details
1.	Details of Summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Basel Investments Limited is covered under Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI LODR Regulations, 2015.
b.	Name of the director or key managerial personnel who is related, if any	Mohnesh Kohli, Director and promotor of the company, is also a non-executive director of Basel Investments Limited
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	Investment in the equity shares of the company from time to time
d.	Tenure of the transaction	The period will commence from 1st October 2024, and to make investment from time to time. The period is not ascertain yet.
e.	Value of transaction	Investment in Securities of Basel Investments Limited to the maximum of 3 Crores from time to time.
f.	Percentage of annual consolidated turnover of Jupiter Wagons Limited considering FY 2023- 24 as the immediately preceding financial year	Investment in securities of Basel Investments Limited : 87.13% of Consolidated Turnover of 2023-24
2.	Justification for the transaction	Strategic infusion of long-term equity capital can significantly enhance Basel Investments Limited financial profile and growth prospect
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	Not Applicable
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of	

	such funds pursuant to the RPT	
e.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	
4.	Any other information that may be relevant	All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act 2013 which have been mentioned in the foregoing paragraph.

Therefore, the Board recommends the ordinary resolution, as set out in Item No. 4 in the accompanying notice, for your approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No.4.

Save and except the Mohnesh Kohli Director and his relatives, none of the other director(s) / Key Managerial Personnel(s) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise ,except to the extent of their shareholding, if any.

Item No 5: Appointment of Ms. Diksha (DIN:07072776) as Independent Director of the Company

The Board of Directors of the Company, based on the recommendation of the Nomination & Remuneration Committee of the Company, appointed Ms Diksha (DIN:07072776), as an Additional Non-Executive Director on the Board of the Company effective October 1, 2024, to be designated as an Independent Director in accordance with Section 161(1) of the Companies Act, 2013 ('the Act') for a term of 5 (five) years w.e.f. October 1, 2024, up to September 30, 2029 (both days inclusive), not liable to retire by rotation, subject to approval of the members by way of a Special Resolution.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Diksha for the office of Director of the Company.

Ms Diksha has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, consent to act as a Director in prescribed Form DIR-2 and disclosure of interest in prescribed Form MBP-1.

Ms. Diksha has also submitted a declaration to the Company to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Act and provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

Further, Ms. Diksha has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Ms. Diksha is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

The Board had opined that Ms. Diksha is a qualified company secretary, and her skills, background and experience are aligned with the role and capabilities identified by the Nomination & Remuneration Committee and that Ms Diksha is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Ms. Diksha is justified due to the following reasons:

- Legal and regulatory experts who understand corporate governance, compliance, and secretarial practices.
- Contribute to the development and implementation of robust corporate governance practices and ethical standards.
- Understanding of investor expectations and regulatory requirements can help build investor confidence.
- Expertise in board procedures and governance can streamline board meetings and improve efficiency.

In the opinion of the Board, Ms. Diksha is a person of integrity and fulfills the conditions specified under the Act read with Rules made thereunder and the SEBI Listing Regulations for his appointment as a Non-Executive, Independent Director of the Company and is independent of the Management.

A copy of the draft Letter of Appointment for Ms. Diksha as Independent Director is available for inspection through electronic mode, basis the request being sent on legal@megrisoft.com

Requisite information/disclosure including brief profile/experience etc. about the appointee as required under Regulation 36 of the SEBI Listing Regulations read with Secretarial Standard-2 ('SS-2') on 'General Meetings', issued by the Institute of Company Secretaries of India are available in the Annexure-A to the Notice. Brief profile of Ms. Diksha is given at Annexure B to this Notice.

Except Ms. Diksha being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors of your Company recommends that the Resolution under Item No. 5 be passed in the interest of your Company.

ITEM No 6: To approve material related party transactions between Megrisoft Limited, a subsidiary of the Company incorporated outside India in the United Kingdom, and Aprajita Kohli, Director.

Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") provides that all material related party transactions and subsequent material modifications as defined by the Audit Committee under sub-regulation (2) of Regulation 23 shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Regulation 2(1)(zc) of SEBI Listing Regulations defines "related party transaction" to mean a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Background, details and benefits of the proposed transactions

Megrisoft Limited, United Kingdom

Megrisoft Limited United Kingdom, incorporated with the Registrar of Companies for England and Wales in the United Kingdom in October 2016, is a wholly-owned material subsidiary of Megri Soft Limited India. The subsidiary's registered office is in London. Megrisoft Limited, United Kingdom, is engaged in Information technology services.

Ms Aprajita Kohli

Ms Aprajita Kohli is the director of Megri Soft Limited India and its 100% owned subsidiary in the United Kingdom, Megrisoft Limited. Aprajita Kohli is the daughter of Mr Mohnesh Kohli, the company's promoter and director. Aprajita Kohli works in the London office.

The related party transactions are between Megrisoft Limited, United Kingdom and Ms Aprajita Kohli. The remuneration is to be paid by Megrisoft Limited, United Kingdom (a subsidiary) to Aprajita Kohli in the United Kingdom and GBP. Megri Soft Limited India is not directly associated with this transaction. Ms Aprajita Kohli is the director of the company and its subsidiary Megrisoft Limited, United Kingdom and is a relative of Mr Mohnesh Kohli Prompor and director of the company. Therefore, it is a material-related party transaction and needs the approval of shareholders.

Details of the proposed transactions with Ms Aprajita Kohli Director being a related party of the Company, including the information pursuant to the SEBI master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (inter-alia consolidating the requirements of the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021), are as follows:

S.N.	Description	Details
1.	Details of Summary of information provided by the Management to the Audit Committee	
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Ms Aprajita Kohli, Director and Megrisoft Limited United Kingdom (Subsidiary), is covered under Section 2(76)of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations, 2015.

b.	Name of the director or key managerial personnel who is related, if any	Mr Mohnesh Kohli Director and Promoter, and Ms Aprajita Kohli Director
c.	Nature, material terms, monetary value and particulars of contracts or arrangements	Remuneration contract between Ms Aprajita Kohli, Director and Megrisoft Limited United Kingdom (Subsidiary)
d.	Tenure of the transaction	The period will commence for a period of five years with effect from October 1, 2024 to September 30, 2029
e.	Value of transaction	36000 GBP or 39.85 Lacs
f.	Percentage of annual consolidated turnover of Jupiter Wagons Limited considering FY 2023- 24 as the immediately preceding financial year	Contract Value is 11.57 % of Consolidated Turnover of 2023-24
2.	Justification for the transaction	Keeping relevant experience, qualifications, and expertise, the Board is confident in her ability to lead the subsidiary and contribute to its growth and profitability.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a.	details of the source of funds in connection with the proposed transaction	Not Applicable
b.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	
c.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
e.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	
4.	Any other information that may be relevant	All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraph.

The Committee and the Board has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

The Board of Directors of Megrisoft Limited United Kingdom approved the appointment and remuneration in a meeting held on August 28, 2024.

The Board of Directors of Megri soft Limited India also approve all actions taken by the Board of the subsidiary Megrisoft Limited United Kingdom in connection with any matter referred to or contemplated in this resolution be and is hereby approved and confirmed in all respects.

Save, and except Mr. Mohnesh Kohli and Ms Aprajita Kohli (who are Directors and shareholders of Megri Soft Limited and directors of its subsidiary) and their relatives, none of the other Director(s) / Key Managerial Personnel(s) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, if any.

The Board of Directors of your Company recommends that the Resolution under Item No. 6 be passed in the interest of your Company.

Item No 7: Re-appointment of Mr. Rajnesh Sharma (DIN:02528435) as a Whole Time Director of the Company

The tenure of Mr. Rajnesh Sharma (DIN:02528435) to act as Whole Time Director will expire on September, 30, 2024.

The Board of Directors of the Company at the meeting held on August 28, 2024, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, approved the re-appointment of **Mr. Rajnesh Sharma (DIN:02528435)** Whole Time Director (designated as “Whole Time Director and Chief Financial Officer” by the Board of Directors) of the Company for a period of five years, i.e., from October 1, 2024, to September 30, 2029, on such remuneration as set out in the resolution. **Mr. Rajnesh Sharma** has consented to be reappointed as Whole Time Director and shall not be liable to retire by rotation.

Mr. Rajnesh Sharma has spent 26 years with the Company and the Board of Directors is of the view that he has built credibility with investors, customers and employees and will be able to find the right balance between ownership and management.

Additional information in respect of Mr. Rajnesh Sharma, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice. Brief profile of Mr. Rajnesh Sharma is given at Annexure B to this Notice.

Except Mr. Rajnesh Sharma or their relatives, 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

The Board of Directors of your Company recommends that the Resolution under Item No. 7 be passed in the interest of your Company.

Place: Chandigarh
Date: August 28, 2024

By order of the Board of Directors

Registered Office:
S.C.O. 80, Sector 47- D
Chandigarh(UT) 160047
CIN:L72200CH1992PLC011996
Website: www.megrisoft.com
Email: legal@megrisoft.com
Tel.: 91-172-2631550

Sd/-
Khushboo Goyal
Membership No. ACS 38151
Company Secretary and Compliance Office

Annexure A

Details of the Directors seeking appointment/re-appointment in the Annual General Meeting [pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India]

Name of the Director	Ms. Aprajita Kohli	Mr. Rajnesh Sharma	Ms. Diksha
Director Identification Number (DIN)	02489600	02528435	07072776
Category / Designation	Non-Executive Director and Women Director	Whole Time Director	Independent Director
Date of Birth (Age in years)	25.10.1990	27.05.1969	01.01.1989
Age	34 Years	55 Years	35 Years
Date of First Appointment on Board	September 30, 2009	August 18, 1998	October 1, 2024
Relationship with Directors and Key Managerial Personnel	Relative (Daughter) of Mr. Mohnesh Kohli	NIL	NIL
Qualification(s)	Graduation in Journalism & PR, Advanced IT Course and MBA in International	Technical Graduate	B.Com and Qualified Company Secretary

	Business Greenwich, London		
Experience (including expertise in specific functional area) / Brief Resume	Information Technology, Digital marketing, Web development, Content marketing and Digital PR	Finance and Web Development Services	Corporate Laws, Secretarial related Matters & Financial Management.
Terms & Conditions of Appointment/ re-Appointment including remuneration	Proposed to be re-appointed as Directors, liable to retire by rotation	Proposed to be re-appointed as Whole Time Director of the Company for Five Consecutive years..	Proposed to be appointed as Independent Non-Executive Director for Five Consecutive years.
Remuneration last drawn as Director (including sitting fees)	2527000*	469593	NIL
Number of meetings of the Board attended during the financial year 2023-24	5	10	NIL
Number of Shares held in the Company as on March 31, 2024 including shareholding as a beneficial owner	193000	NIL	NIL
Relationship with Director/Manager/ KMP	Daughter of Mr. Mohnesh Kohli	Not Applicable	Not Applicable
Board Membership in other companies as on March 31, 2024	Megrisoft Limited United Kingdom Foreign Subsidiary	NIL	1. Triple Crescents Merchant Private Limited 2. Katyayani Consultancy Services (OPC) Private Limited
Chairmanships/Memberships of the Committees in other listed companies as on March 31, 2024*	NIL	NIL	NIL
Listed entities from which the person has resigned in the past three years	NIL	NIL	NIL

*Ms Aprajita Kohli drew a remuneration of 25.27 lacs from Megrisoft Limited United Kingdom, a 100% wholly owned subsidiary in London. Remuneration from Megri Soft Limited India **NIL**

ANNEXURE-B

Brief profile of Directors seeking appointment/ re-appointment at the Annual General Meeting to be held on September 30, 2024

Ms Aprajita Kohli

Ms Aprajita Kohli has been a non-executive director with Megri Soft Limited since 2009 and a Director (Head of Business Development) with Megrisoft Limited United Kingdom since February 2016. She has vast Experience in the field of Information Technology. She has done Mass Communication & Journalism at the University of Greenwich, United Kingdom. MBA in International Business from the University of Greenwich, United Kingdom. Advanced Diploma In Information Technology from the University of Greenwich, United Kingdom. She is located in London and looks after the day-to-day operations of Megrisoft Limited United Kingdom, a wholly-owned subsidiary. She is well versed in the International culture and thought process of the people of that country.

Ms Aprajita Kohli is a dynamic professional who offers marketing consultancy to agencies and women entrepreneurs embarking on their startup journeys. Her dedication to empowering women is further demonstrated through her mentoring role at the University of Greenwich, London, and her partnership with the UK Government's Pledge for Progress initiative. At Megrisoft Ms Aprajita Kohli has been a catalyst for change, inspiring and mentoring young women professionals, helping them realize their potential. Her commitment to fostering growth and development among women in the industry has made her a respected figure in both her professional and mentoring endeavors.

Ms. Diksha

Ms. Diksha is a seasoned Company Secretary with over a decade of experience in the intricate domains of company law, LODR (Listing Obligations and Disclosure Requirements), and corporate governance. Her extensive expertise in compliance with legal and regulatory standards fosters a culture of transparency and accountability. With a deep understanding of corporate frameworks, Ms Diksha is committed to upholding the highest governance standards. She is invaluable to any organisation striving for excellence in legal and corporate affairs.

She is a Legal and regulatory expert who understands corporate governance, compliance, and secretarial practices. She contributes to the development and implementation of robust corporate governance practices and ethical standards. She understands investor expectations and regulatory requirements and can help build investor confidence. She is an Expert in board procedures and governance and can streamline board meetings and improve efficiency.

Mr Rajnesh Sharma

Mr. Rajnesh Sharma has been a pivotal Director of the company since 2009, bringing a wealth of experience in managing day-to-day operations. His expertise spans across Information Technology, including SEO, programming, web design and development, and Artificial Intelligence. In addition to his leadership role, Mr. Rajnesh Sharma has worked on numerous IT projects, with a significant focus on SaaS (Software as a Service) platforms. He has played a major role in the development and successful implementation of various projects and portals created by the company, contributing his deep technical knowledge and strategic insights.

His hands-on approach and innovative thinking have ensured that these initiatives not only meet but exceed industry standards. Mr. Rajnesh Sharma ability to blend operational management with technological innovation has been instrumental in driving the company’s growth, keeping it ahead in the competitive digital landscape, and ensuring its continued success in the ever-evolving tech industry.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The Remote E-Voting period will commence on Friday, September 27, 2024, at 09:00 A.M. IST and will end on Sunday, September 29, 2024, at 05:00 P.M. IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 23, 2024 may cast their vote through Remote E-Voting.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(III) 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. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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.

The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(IV) 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.

Pursuant to above said SEBI Circular; Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the

	<p>user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open 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 e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) 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</p> <p>3) Visit the e-Voting website of NSDL. Open 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see 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 or joining virtual meeting & voting during the meeting 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 option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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 or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(V) Login method for e-Voting and joining virtual meetings **for shareholders other than individual shareholders holding in Demat form**

- A. The shareholders should log on to the e-voting website www.evotingindia.com.
- B. Click on "Shareholders" module

C. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

D. Next enter the Image Verification as displayed and Click on Login.

E. If you are holding shares in demat form and had logged onto **www.evotingindia.com** and voted on an earlier voting of any Company, then your existing password is to be used.

F. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">● 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 Details Or Date of Birth (DOB)	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. <input type="checkbox"/> 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

(vi) After entering these details appropriately, click on the "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN **240826005 <Megri Soft Limited>** on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take out a print of the voting done by you by clicking on the "Click here to print" option on the Voting page.

(xv) If the 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification

(xvii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

- 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.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory 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; legal@megrisoft.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 WHOSE EMAIL ADDRESSES ARE 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 Company/RTA email id.
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 & joining virtual meetings through Depository.

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM/E-AGM THROUGH VIDEO CONFERENCE & E VOTING:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e. from 14:15 p.m. to 14:45 p.m.
4. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. **AGM Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 07 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 07 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at legal@megrisoft.com . These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.

If you have any queries or issues regarding attending AGM & 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 21 09911.

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 21 09911