



## MEGASOFT LIMITED

CIN : L72200TN1999PLC042730

My Home Hub, 1st Floor, Block-3,

Madhapur, Hyderabad - 500081,

Telangana, India.

Tel : +91 (40) 4033 0000; Fax : +91 (40) 4013 3555

website : www.megasoft.com

**Date: 19.07.2021**

**To**

**Bombay Stock Exchange Limited**

Phiroze JeeJee Bhoy Towers

Dalal Street, Fort

Mumbai 400001

**Scrip Code: 532408**

**National Stock Exchange of India Limited**

Exchange Plaza

Bandra-Kurla Complex, Bandra(E)

Mumbai 400051

**Symbol: MEGASOFT**

**Sub.: Intimation about publication of pre-issue advertisement for Rights issue in the newspaper**

Dear Sir(s),

With reference to the above captioned subject, we are submitting herewith the extract of the newspaper publications in Business Standard- English, Business Standard-Hindi and Makkal Kural-Tamil dated 19.07.2021 intimating the Pre-issue advertisement for the purpose of rights issue.

You are requested to kindly take the above information on record and oblige.

Thanking you,

Yours faithfully,

For **Megasoft Limited**

**Shridhar Thathachary**  
**Chief Financial Officer (CFO)**



This advertisement is for information purposes only and neither constitutes an offer or an invitation or a recommendation to purchase, to hold or sell securities nor for publication, distribution or release directly or indirectly outside India. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated July 14, 2021 (the "Letter of Offer" or "LOF") filed with BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and also filed with the Securities and Exchange Board of India ("SEBI") for information and dissemination on the SEBI's website pursuant to the proviso to Regulation 3 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").



## MEGASOFT LIMITED

Corporate Identification Number: L72200TN1999PLC042730

Our Company was originally incorporated as "Megasoft Limited" at Chennai, Tamil Nadu as a Public Limited Company under the provision of Companies Act, 1956 vide Certificate of Incorporation dated June 29, 1999 bearing number 18-42730 of 1999 issued by the Registrar of Chennai, Tamil Nadu. Subsequently our Company pursuant to special resolution passed by the members through Postal Ballot on December 26, 2014 changed the objects of our Company vide a Certificate of Registration of the Special Resolution

Confirming Alteration of Object Clause dated January 13, 2015, issued by the Registrar of Companies Chennai.

Corporate Office: My Home Hub, 1st Floor, Block-3, Madhapur, Hyderabad – 500081, Telangana, India | Tel No: +91 44 24616768 +91 40 4033 0000 | Email: investors@megasoft.com | Website: www.megasoft.com

Registered Office: No.85, Kutchery Road, Mylapore, Chennai – 600004, Tamil Nadu, India | Corporate Office: My Home Hub, 1st Floor, Block-3, Madhapur, Hyderabad – 500081, Telangana, India | Tel No: +91 44 24616768 +91 40 4033 0000 | Email: investors@megasoft.com | Website: www.megasoft.com

OUR COMPANY IS A PROFESSIONALLY MANAGED COMPANY AND DOES NOT HAVE AN IDENTIFIABLE PROMOTER

ISSUE OF UP TO 2,95,02,748 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES" OR "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 10 PER RIGHTS EQUITY SHARE OF OUR COMPANY (AT PAR) FOR AN AMOUNT AGGREGATING UP TO ₹ 2,95,02,74,800 ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 2 RIGHTS EQUITY SHARE FOR EVERY 3 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ON THE RECORD DATE, THAT IS JULY 13, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 206 OF THE LETTER OF OFFER.

Issue Opens on	July 22, 2021	Last Date for Market Renunciation**	July 30, 2021	Issue Closes on#	August 05, 2021
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@Assuming full subscription  
Issue Programme:

\*Pursuant to the January 22, 2020 – Rights Issue Circular, SEBI has introduced the concept of credit of Rights Entitlements into the demat accounts of the Eligible Equity Shareholders, which can be renounced by them by way of On Market Renunciation or Off Market renunciation. Further, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made only in dematerialised form. Further, due to the COVID-2019 pandemic, pursuant to the May 6, 2020 – Rights Issue Circular (as defined hereinafter), SEBI introduced certain relaxations for rights issues which opened prior to July 31, 2020. Some relaxations have been further extended for rights issues opening up to September 30, 2021 pursuant to the April 22, 2021 – Rights Issue Circular (as defined hereinafter) issued by SEBI. Investors are encouraged to carefully follow all the necessary requirements under the Rights Issue Circulars (as defined hereinafter) and ensure completion of all necessary steps in providing/ updating their required details in a timely manner. For details, see "Terms of the Issue" on page 206 of the Letter of Offer.

\*\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounee(s) on or prior to the Issue Closing Date.

# Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

THE ISSUE PRICE OF EACH EQUITY SHARE IS 1 TIME TO THE FACE VALUE OF THE EQUITY SHARE.

ASBA*	Simple, Safe, Smart way of Application – Make use of it!!!	*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For details, check section on ASBA below.
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In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Circulars bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI/HO/CFD/DIL2/ CIR/P/2020/78 dated May 6, 2020 SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 (collectively referred to as "SEBI Rights Issue Circulars") and SEBI Circulars SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, CIR/CFD/ DIL/1/2011 dated April 29, 2011 and SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (collectively referred to as "ASBA Circulars"), all investors desiring to make an application in this issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident investors in this issue i.e. R-WAP - available only for resident shareholders who are holding the equity shares of our company as on the record date i.e. July 13, 2021. Investors should carefully read the provisions applicable to such applications before making their application through ASBA or using optional mechanism. For details, see "Procedure for Application through the ASBA Process" and "Procedure for application through R-WAP" on page 209 and 210 respectively of the LOF.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. The Shareholder who failed to provide their demat details in the stipulated time then their rights entitlement shall lapse and shall not be eligible to apply in this issue.

The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery or by uploading the same in the "Demat Registration module" available in RWAP at <https://rights.cameoindia.com/megasoft> so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

**PROCEDURE FOR APPLICATION:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all investors desiring to make an application in this issue are mandatorily required to use either the ASBA process or the optional mechanism. Investors should carefully read the provisions applicable to such applications before making their application through ASBA or the optional mechanism. For details of procedure for application by the resident eligible shareholders holding equity shares in physical form as on record date, please see "Procedure for application by eligible equity shareholders holding equity shares in physical form" on page 214 of the Letter of Offer.

**Procedure for Application through the ASBA process:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

**Procedure for Application through the R-WAP :** In accordance with the SEBI Relaxation Circulars, a separate web-based application platform, i.e., the R-WAP facility (accessible at <https://rights.cameoindia.com/megasoft>), has been instituted for making an Application in this Issue by resident investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process and R-WAP facility should be utilized only in the event that investors are not able to utilize the ASBA facility for making an Application despite their best efforts. At the R-WAP, resident investors can access and submit the online Application Form in electronic mode using the R-WAP. Resident investors, making an Application through R-WAP, shall make online payment using internet banking or UPI facility. Prior to making an Application, such investors should ensure the internet banking or UPI facility of their respective bank accounts and such investors should ensure that the respective bank accounts have sufficient funds.

For guidance on the application process through R-WAP and resolution of difficulties faced by the investors, the investors are advised to carefully read the frequently asked questions, visit online/electronic dedicated investor helpdesk on website of the registrar to the issue at <https://rights.cameoindia.com/megasoft> or call at helpline number 044-40020710, 28460390. For further details, see "Procedure for Application through the R-WAP" on page 210 of the Letter of Offer.

**Application by Eligible Equity Shareholders holding Equity Shares in physical form**

Application by Eligible Equity Shareholders holding Equity Shares in physical form: Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date

**PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OF OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**Allotment of rights equity shares in dematerialised form:** Please note that the rights equity shares applied for in this issue can be allotted only in dematerialised form and to the same depository account in which our equity shares are held by such investor on the record date.

**Despatch of the Abridged Letter of Offer (ALOF) and application:** The despatch of the ALOF and the application form was completed on July 17, 2021 by the registrar to the issue.

**Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders:** In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEP Authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares under dispute, including any court proceedings, as applicable g) non-institutional equity shareholders in the United States.

Application on plain paper under ASBA process: All eligible equity shareholders who have neither received the application form nor is in a position to obtain the application form either from our Company, Registrar to the Issue, Manager to the Issue or from the website of the Registrar, can make an application to subscribe to the issue on plain paper through ASBA process. Eligible equity shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorising such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the eligible equity shareholders who are making application on plain paper shall not be entitled to renounce their rights entitlements and should not utilise the application form for any purpose including renunciation even if it is received subsequently.

**PLEASE NOTE THAT THE APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.**

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being Megasoft Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
- Number of Equity Shares held as on Record Date;
- Allotment option – only dematerialised form;
- Number of Equity Shares entitled to;
- Number of Equity Shares applied for within the Rights Entitlements;
- Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- Total number of Equity Shares applied for;
- Total amount paid at the rate of ₹ 10 per Equity Share;
- Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/ We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QIPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation thereof in order to buy any of the said Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/ We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the BSE or NSE).

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.cameoindia.com/megasoft>

Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**Last date for Application:** The last date for submission of the duly filled in the Application Form or a plain paper Application is, August 05, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with a SCSB nor uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section, "Basis of Allotment" on page 231 of the Letter Of Offer.

**Procedure for Renunciation:** The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off-market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors. Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

### a. On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN INE933B20012 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from July 22, 2021 to July 30, 2021 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE933B20012 and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

### b. Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounee(s) on or prior to the Issue Closing Date to enable Renounees to subscribe to the Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE933B20012, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

**Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.**

**Listing and trading of the Equity Shares to be issued pursuant to this Issue**

The existing Equity Shares are listed and traded on BSE (Scrip code: 532408) and NSE (Scrip code: MEGASOFT) under the ISIN: INE933B01012. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

**Disclaimer clause of SEBI:** The draft Letter of offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of the issue is less than Rs 5000.00 Lakhs. However, the LOF has been filed with SEBI.

**Disclaimer clause of BSE:** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the letter of offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the Disclaimer clause of the BSE Limited."

**Disclaimer clause of NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the "Disclaimer Clause of NSE."

**Availability of issue materials:** In accordance with the SEBI ICDR Regulations, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- our Company at [www.megasoft.com](http://www.megasoft.com).
- the Registrar to the Issue at <https://rights.cameoindia.com/megasoft>
- the Lead Managers at [www.fedsec.in](http://www.fedsec.in);
- the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com);
- the Registrar's web-based application platform at [www.cameoindia.com](http://www.cameoindia.com) ("R-WAP").

**Bankers to the issue and Refund Banker – Axis Bank Limited**

**Monitory Agency – Not applicable**

**For Risk Factors and other details, kindly refer page no. 20 of the LOF.**

**Other important links and helpline**

The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: [www.cameoindia.com](http://www.cameoindia.com).
- Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: [priya@cameoindia.com](mailto:priya@cameoindia.com)
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: [priya@cameoindia.com](mailto:priya@cameoindia.com)
- Submission of self-attested PAN, client master sheet and demat account details by non - resident Eligible Equity Shareholders: [priya@cameoindia.com](mailto:priya@cameoindia.com)

LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE	
	FEDEX SECURITIES PRIVATE LIMITED B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India. Tel No.: +91 81049 85249 Fax No.: 022 2618 6966 E-mail ID: mb@fedsec.in Website: <a href="http://www.fedsec.in">www.fedsec.in</a> Investor Grievance E-Mail ID: mb@fedsec.in Contact Person: Rinkesh Saraiya SEBI Registration Number: INN000010163		CAMEO CORPORATE SERVICES LTD Subramanian Building No. 1, Club House Road, Chennai - 600002, Tamil Nadu, India. Tel. No: 044 – 28460390 / 044 - 40020710 Fax No: 044-28460129 E-mail ID: <a href="mailto:priya@cameoindia.com">priya@cameoindia.com</a> Website: <a href="http://www.cameoindia.com">www.cameoindia.com</a> Investor Grievance ID: <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a> Contact Person: K. Sreepriya SEBI Registration No: INR000003753

**COMPANY SECRETARY AND COMPLIANCE OFFICER**

Srivalli Suresha, Megasoft Limited, No.85, Kutchery Road, Mylapore, Chennai – 600004, Tamil Nadu, India. Tel: +91 44 2461 6768 / +91 40 4033 0000 Email: [investors@megasoft.com](mailto:investors@megasoft.com)  
Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer for any pre-issue/ post-issue related matters. All grievances relating to the ASBA/ RWAP process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the application form, or the plain paper application, as the case may be, was submitted by the investor.

**For Megasoft Limited**

**On behalf of Board of Directors**

Sd/-

Shridhar Thathachary

Chief Financial Officer

Date: July 19, 2021

Place: Hyderabad

Our Company is proposing, subject to requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer with the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited. The Letter Of Offer shall be available on website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in); the website of BSE at [www.bseindia.com](http://www.bseindia.com); the website of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the website of the Lead Manager at [www.fedsec.in](http://www.fedsec.in). Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" beginning on page 20 of the LOF. This announcement has been prepared for publication in India and may not be released in the United States. The announcement does not constitute an offer of Equity Shares for sale in any jurisdiction, including the United States and any Equity Shares described in this announcement may not be offered or sold in the United States.

This advertisement is for information purposes only and neither constitutes an offer or an invitation or a recommendation to purchase, to hold or sell securities nor for publication, distribution or release directly or indirectly outside India. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated July 14, 2021 (the "Letter of Offer" or "LOF") filed with BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and also filed with the Securities and Exchange Board of India ("SEBI") for information and dissemination on the SEBI's website pursuant to the proviso to Regulation 3 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

**MEGASOFT LIMITED**  
 Corporate Identification Number: L72200TN1999PLC042730

Our Company was originally incorporated as "Megasoft Limited" at Chennai, Tamil Nadu as a Public Limited Company under the provision of Companies Act, 1956 vide Certificate of Incorporation dated June 29, 1999 bearing number 18-42730 of 1999 issued by the Registrar of Chennai, Tamil Nadu. Subsequently our Company pursuant to special resolution passed by the members through Postal Ballot on December 26, 2014 changed the objects of our Company vide a Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause dated January 13, 2015, issued by the Registrar of Companies Chennai.

Registered Office: No.85, Kutchery Road, Mylapore, Chennai – 600004, Tamil Nadu, India | Corporate Office: My Home Hub, 1st Floor, Block-3, Madhapur, Hyderabad – 500 081, Telangana, India | Tel No: +91 44 24616768 +91 40 4033 0000 | Email: investors@megasoftware.com | Website: www.megasoft.com

**OUR COMPANY IS A PROFESSIONALLY MANAGED COMPANY AND DOES NOT HAVE AN IDENTIFIABLE PROMOTER**

ISSUE OF UP TO 2,95,02,748 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES" OR "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 10 PER RIGHTS EQUITY SHARE OF OUR COMPANY (AT PAR) FOR AN AMOUNT AGGREGATING UP TO ₹ 2,950.27 LAKHS@ ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 2 RIGHTS EQUITY SHARE FOR EVERY 3 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ON THE RECORD DATE, THAT IS JULY 13, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 206 OF THE LETTER OF OFFER.

Issue Opens on	July 22, 2021	Last Date for Market Renunciation**	July 30, 2021	Issue Closes on#	August 05, 2021
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@Assuming full subscription Issue Programme":  
 \*Pursuant to the January 22, 2020 – Rights Issue Circular, SEBI has introduced the concept of credit of Rights Entitlements into the demat accounts of the Eligible Equity Shareholders, which can be renounced by them by way of On Market Renunciation or Off Market renunciation. Further, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made only in dematerialised form. Further, due to the COVID-2019 pandemic, pursuant to the May 6, 2020 – Rights Issue Circular (as defined hereinafter), SEBI introduced certain relaxations for rights issues which opened prior to July 31, 2020. Some relaxations have been further extended for rights issues opening up to September 30, 2021 pursuant to the April 22, 2021 – Rights Issue Circular (as defined hereinafter) issued by SEBI. Investors are encouraged to carefully follow all the necessary requirements under the Rights Issue Circulars (as defined hereinafter) and ensure completion of all necessary steps in providing/ updating their required details in a timely manner. For details, see "Terms of the Issue" on page 206 of the Letter of offer.

\*\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.

# Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

**THE ISSUE PRICE OF EACH EQUITY SHARE IS 1 TIME TO THE FACE VALUE OF THE EQUITY SHARE.**

ASBA*	Simple, Safe, Smart way of Application – Make use of it!!!	*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For details, check section on ASBA below.
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In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Circulars bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI/HO/CFD/DIL2/ CIR/P/2020/78 dated May 6, 2020 SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 (collectively referred to as "SEBI Rights Issue Circulars") and SEBI Circulars SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, CIR/CFD/ DIL/1/2011 dated April 29, 2011 and SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (collectively referred to as "ASBA Circulars"), all investors desiring to make an application in this issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident investors in this issue i.e. R-WAP - available only for resident shareholders who are holding the equity shares of our company as on the record date i.e. July 13, 2021. Investors should carefully read the provisions applicable to such applications before making their application through ASBA or using optional mechanism. For details, see "Procedure for Application through the ASBA Process" and "Procedure for application through R-WAP" on page 209 and 210 respectively of the LOF.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. The Shareholder who failed to provide their demat details in the stipulated time then their rights entitlement shall lapse and shall not be eligible to apply in this issue.

The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery or by uploading the same in the "Demat Registration module" available in RWAP at https://rights.cameoindia.com/megasoft so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

**PROCEDURE FOR APPLICATION:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all investors desiring to make an application in this issue are mandatorily required to use either the ASBA process or the optional mechanism. Investors should carefully read the provisions applicable to such applications before making their application through ASBA or the optional mechanism. For details of procedure for application by the resident eligible shareholders holding equity shares in physical form as on record date, please see "Procedure for application by eligible equity shareholders holding equity shares in physical form" on page 214 of the Letter of Offer.

**Procedure for Application through the ASBA process:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

**Procedure for Application through the R-WAP:** In accordance with the SEBI Relaxation Circulars, a separate web-based application platform, i.e., the R-WAP facility (accessible at https://rights.cameoindia.com/megasoft), has been instituted for making an Application in this Issue by resident investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process and R-WAP facility should be utilized only in the event that Investors are not able to utilize the ASBA facility for making an Application despite their best efforts. At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP. Resident Investors, making an Application through R-WAP, shall make online payment using internet banking or UPI facility. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds.

For guidance on the application process through R-WAP and resolution of difficulties faced by the investors, the investors are advised to carefully read the frequently asked questions, visit online/electronic dedicated investor helpdesk on website of the registrar to the issue at https://rights.cameoindia.com/megasoft or call at helpline number 044-40020710, 28460390. For further details, see "Procedure for Application through the R-WAP" on page 210 of the Letter of Offer.

**Application by Eligible Equity Shareholders holding Equity Shares in physical form**

Application by Eligible Equity Shareholders holding Equity Shares in physical form: Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date

**PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OF OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**Allotment of rights equity shares in dematerialised form:** Please note that the rights equity shares applied for in this issue can be allotted only in dematerialised form and to the same depository account in which our equity shares are held by such investor on the record date.

**Despatch of the Abridged Letter of Offer (ALOF) and application:** The despatch of the ALOF and the application form was completed on July 17, 2021 by the registrar to the issue.

**Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders:** In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or returned of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares under dispute, including any court proceedings, as applicable g) non-institutional equity shareholders in the United States.

**Application on plain paper under ASBA process:** All eligible equity shareholders who have neither received the application form nor is in a position to obtain the application form either from our Company, Registrar to the Issue, Manager to the Issue or from the website of the Registrar, can make an application to subscribe to the issue on plain paper through ASBA process. Eligible equity shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorising such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the eligible equity shareholders who are making application on plain paper shall not be entitled to renounce their rights entitlements and should not utilise the application form for any purpose including renunciation even if it is received subsequently.

**PLEASE NOTE THAT THE APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.**

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being Megasoft Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
- Number of Equity Shares held as on Record Date;
- Allotment option – only dematerialised form;
- Number of Equity Shares entitled to;
- Number of Equity Shares applied for within the Rights Entitlements;
- Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- Total number of Equity Shares applied for;
- Total amount paid at the rate of ₹ 10 per Equity Share;
- Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/ We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/ We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the BSE or NSE).

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at https://rights.cameoindia.com/megasoft. Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

**Last date for Application:** The last date for submission of the duly filled in the Application Form or a plain paper Application is, August 05, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with a SCSB nor uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section, " - Basis of Allotment" on page 231 of the Letter Of Offer.

**Procedure for Renunciation:** The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off-market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors. Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

**a. On Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN INE933B20012 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from July 22, 2021 to July 30, 2021 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE933B20012 and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

**b. Off Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date to enable Renouncees to subscribe to the Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE933B20012, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

**Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.**

**Listing and trading of the Equity Shares to be issued pursuant to this Issue**

The existing Equity Shares are listed and traded on BSE (Scrip code: 532408) and NSE (Scrip code: MEGASOFT) under the ISIN: INE933B01012. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

**Disclaimer clause of SEBI:** The draft letter of offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of the issue is less than Rs 5000.00 Lakhs. However, the LOF has been filed with SEBI.

**Disclaimer clause of BSE:** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the letter of offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the Disclaimer clause of the BSE Limited."

**Disclaimer clause of NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the Disclaimer Clause of NSE."

**Availability of issue materials:** In accordance with the SEBI ICDR Regulations, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- our Company at www.megasoft.com.
- the Registrar to the Issue at https://rights.cameoindia.com/megasoft
- the Lead Managers at www.fedsec.in;
- the Stock Exchanges at www.bseindia.com and www.nseindia.com;
- the Registrar's web-based application platform at www.cameoindia.com ("R-WAP").

**Bankers to the issue and Refund Banker – Axis Bank Limited**



**Monitory Agency – Not applicable**


**For Risk Factors and other details, kindly refer page no. 20 of the LOF.**

**Other important links and helpline**

The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.cameoindia.com.
- Updation of Indian address/e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: priya@cameoindia.com
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: priya@cameoindia.com
- Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: priya@cameoindia.com

LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE	
	<b>FEDEX CORPORATE SERVICES PRIVATE LIMITED</b> B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India. Tel No.: +91 81049 85249 Fax No.: 022 2618 6966 E-mail ID: mb@fedsec.in Website: www.fedsec.in Investor Grievance E-Mail ID: mb@fedsec.in Contact Person: Rinkesh Saraiya SEBI Registration Number: INM000010163		<b>CAMEO CORPORATE SERVICES LTD</b> Subramanian Building No. 1, Club House Road, Chennai -600002, Tamil Nadu, India. Tel. No: 044 – 28460390 / 044 – 40020710 Fax No: 044-28460129 E-mail ID: priya@cameoindia.com Website: www.cameoindia.com Investor Grievance ID: investor@cameoindia.com Contact Person: K. Sreepriya SEBI Registration No: INR00003753

COMPANY SECRETARY AND COMPLIANCE OFFICER	
	<b>Srivalli Susarla</b> , Megasoft Limited, No.85, Kutchery Road, Mylapore, Chennai – 600004, Tamil Nadu, India. Tel: +91 44 2461 6768 / +91 40 4033 0000 Email: investors@megasoftware.com Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters. All grievances relating to the ASBA / RWAP process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the application form, or the plain paper application, as the case may be, was submitted by the investor.

**For Megasoft Limited**

**On behalf of Board of Directors**

Sd/-

Shridhar Thathachary

Chief Financial Officer

Date: July 17, 2021

Place: Hyderabad

Our Company is proposing, subject to requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer with the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited. The Letter Of Offer shall be available on website of SEBI at www.sebi.gov.in; the website of BSE at www.bseindia.com; the website of the National Stock Exchange of India Limited at www.nseindia.com, website of the Company at www.megasoft.com and the website of the Lead Manager www.fedsec.in. Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" beginning on page 20 of the LOF. This announcement has been prepared for publication in India and may not be released in the United States. The announcement does not constitute an offer of Equity Shares for sale in any jurisdiction, including the United States and any Equity Shares described in this announcement may not be offered or sold in the United States.

This advertisement is for information purposes only and neither constitutes an offer or an invitation or a recommendation to purchase, to hold or sell securities nor for publication, distribution or release directly or indirectly outside India. This is not an announcement for the offer document. All capitalized terms used herein and not defined herein shall have the meaning assigned to them in the letter of offer dated July 14, 2021 (the "Letter of Offer" or "LOF") filed with BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and also filed with the Securities and Exchange Board of India ("SEBI") for information and dissemination on the SEBI's website pursuant to the proviso to Regulation 3 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").



**MEGASOFT LIMITED**  
Corporate Identification Number: L72200TN1999PLC042730

Our Company was originally incorporated as "Megasoftware Limited" at Chennai, Tamil Nadu as a Public Limited Company under the provision of Companies Act, 1956 vide Certificate of Incorporation dated June 29, 1999 bearing number 18-42730 of 1999 issued by the Registrar of Chennai, Tamil Nadu. Subsequently our Company pursuant to special resolution passed by the members through Postal Ballot on December 26, 2014 changed the objects of our Company vide a Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause dated January 13, 2015, issued by the Registrar of Companies Chennai.

Registered Office:- No.85, Kutchery Road, Mylapore, Chennai – 600004, Tamil Nadu, India | Corporate Office: My Home Hub, 1st Floor, Block-3, Madhapur, Hyderabad – 500 081, Telangana, India | Tel No: +91 44 24616768 +91 40 4033 0000 | Email: investors@megasoftware.com | Website: www.megasoftware.com

**OUR COMPANY IS A PROFESSIONALLY MANAGED COMPANY AND DOES NOT HAVE AN IDENTIFIABLE PROMOTER**

ISSUE OF UP TO 2,95,02,748 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "EQUITY SHARES" OR "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 10 PER RIGHTS EQUITY SHARE OF OUR COMPANY (AT PAR) FOR AN AMOUNT AGGREGATING UP TO ₹ 2,950.27 LAKHS @ ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 2 RIGHTS EQUITY SHARE FOR EVERY 3 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ON THE RECORD DATE, THAT IS JULY 13, 2021 (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 206 OF THE LETTER OF OFFER.

Issue Opens on	July 22, 2021	Last Date for Market Renunciation**	July 30, 2021	Issue Closes on#	August 05, 2021
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@Assuming full subscription Issue Programme:  
\*Pursuant to the January 22, 2020 – Rights Issue Circular, SEBI has introduced the concept of credit of Rights Entitlements into the demat accounts of the Eligible Equity Shareholders, which can be renounced by them by way of On Market Renunciation or Off Market renunciation. Further, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made only in dematerialised form. Further, due to the COVID-2019 pandemic, pursuant to the May 6, 2020 – Rights Issue Circular (as defined hereinafter), SEBI introduced certain relaxations for rights issues which opened prior to July 31, 2020. Some relaxations have been further extended for rights issues opening up to September 30, 2021 pursuant to the April 22, 2021 – Rights Issue Circular (as defined hereinafter) issued by SEBI. Investors are encouraged to carefully follow all the necessary requirements under the Rights Issue Circulars (as defined hereinafter) and ensure completion of all necessary steps in providing/ updating their required details in a timely manner. For details, see "Terms of the Issue" on page 206 of the Letter of offer.

\*\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounee(s) on or prior to the Issue Closing Date.  
# Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

THE ISSUE PRICE OF EACH EQUITY SHARE IS 1 TIME TO THE FACE VALUE OF THE EQUITY SHARE.	
ASBA*	*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For details, check section on ASBA below.

In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Circulars bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020, SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 SEBI/HO/CFD/DIL2/CIR/P/2021/552 dated April 22, 2021 (collectively referred to as "SEBI Rights Issue Circulars") and SEBI Circulars SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, CIR/CFD/DIL/1/2011 dated April 29, 2011 and SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020 (collectively referred to as "ASBA Circulars"), all investors desiring to make an application in this issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident investors in this issue i.e. R-WAP - available only for resident shareholders who are holding the equity shares of our company as on the record date i.e. July 13, 2021. Investors should carefully read the provisions applicable to such applications before making their application through ASBA or using optional mechanism. For details, see "Procedure for Application through the ASBA Process" and "Procedure for application through R-WAP" on page 209 and 210 respectively of the LOF.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date. The Shareholder who failed to provide their demat details in the stipulated time then their rights entitlement shall lapse and shall not be eligible to apply in this issue.

The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery or by uploading the same in the "Demat Registration module" available in RWAP at <https://rights.cameoindia.com/megasoft> so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

**PROCEDURE FOR APPLICATION:** In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all investors desiring to make an application in this issue are mandatorily required to use either the ASBA process or the optional mechanism. Investors should carefully read the provisions applicable to such applications before making their application through ASBA or the optional mechanism. For details of procedure for application by the resident eligible shareholders holding equity shares in physical form as on record date, please see "Procedure for application by eligible equity shareholders holding equity shares in physical form" on page 214 of the Letter of Offer.

**Procedure for Application through the ASBA process:** Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

**Procedure for Application through the R-WAP:** In accordance with the SEBI Relaxation Circulars, a separate web-based application platform, i.e., the R-WAP facility (accessible at <https://rights.cameoindia.com/megasoft>), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process and R-WAP facility should be utilized only in the event that Investors are not able to utilize the ASBA facility for making an Application despite their best efforts. At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP. Resident Investors, making an Application through R-WAP, shall make online payment using internet banking or UPI facility. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds.

For guidance on the application process through R-WAP and resolution of difficulties faced by the investors, the investors are advised to carefully read the frequently asked questions, visit online/electronic dedicated investor helpdesk on website of the registrar to the issue at <https://rights.cameoindia.com/megasoft> or call at helpline number 044-40020710, 28460390. For further details, see "Procedure for Application through the R-WAP" on page 210 of the Letter of Offer.

**Application by Eligible Equity Shareholders holding Equity Shares in physical form**

Application by Eligible Equity Shareholders holding Equity Shares in physical form: Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date

**PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OF OUR COMPANY ATLEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

**Allotment of rights equity shares in dematerialised form:** Please note that the rights equity shares applied for in this issue can be allotted only in dematerialised form and to the same depository account in which our equity shares are held by such investor on the record date.

**Despatch of the Abridged Letter of Offer (ALOF) and application:** The despatch of the ALOF and the application form was completed on July 17, 2021 by the registrar to the issue.

**Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders:** In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares under dispute, including any court proceedings, as applicable g) non-institutional equity shareholders in the United States.

**Application on plain paper under ASBA process:** All eligible equity shareholders who have neither received the application form nor is in a position to obtain the application form either from our Company, Registrar to the Issue, Manager to the Issue or from the website of the Registrar, can make an application to subscribe to the issue on plain paper through ASBA process. Eligible equity shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorising such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the eligible equity shareholders who are making application on plain paper shall not be entitled to renounce their rights entitlements and should not utilise the application form for any purpose including renunciation even if it is received subsequently.

**PLEASE NOTE THAT THE APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.**

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being Megasoftware Limited;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to this Issue
- Number of Equity Shares held as on Record Date;
- Allotment option – only dematerialised form;
- Number of Equity Shares entitled to;
- Number of Equity Shares applied for within the Rights Entitlements;
- Number of additional Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- Total number of Equity Shares applied for;
- Total amount paid at the rate of ₹ 10 per Equity Share;
- Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- All such Eligible Equity Shareholders are deemed to have accepted the following:

*"I/We understand that neither the Rights Entitlements nor the Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/we understand the Equity Shares referred to in this application are being offered and sold (i) in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act ("Regulation S") to existing shareholders who are non-U.S. Persons and located in jurisdictions where such offer and sale of the Equity Shares is permitted under laws of such jurisdictions and (ii) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) ("U.S. QIB") pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, that are also "qualified purchasers" (as defined under the United States Investment Company Act of 1940, as amended) ("QIPs") in reliance upon section 3(c)(7) of the U.S. Investment Company Act. I/we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlements in the United States. I/we confirm that I am/ we are (a) not in the United States and a non-U.S. Person and eligible to subscribe for the Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.*

*I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.*

*I/We understand and agree that the Rights Entitlements and Equity Shares may not be reoffered, resold, pledged or otherwise except in an offshore transaction in accordance with Regulation S to a person outside the United States and not reasonably known by the transferor to be a U.S. Person by pre-arrangement or otherwise (including, for the avoidance of doubt, a bona fide sale on the BSE or NSE).*

*I/We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."*

*In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.cameoindia.com/megasoft>. Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.*

**Last date for Application:** The last date for submission of the duly filled in the Application Form or a plain paper Application is, August 05, 2021, i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with a SCSB nor uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB or if the Application Form is not accepted at the R-WAP, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Rights Equity Shares hereby offered, as provided under the section, " - Basis of Allotment" on page 231 of the Letter Of Offer.

**Procedure for Renunciation:** The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off-market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors. Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

**a. On Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company. In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchange under ISIN INE933B20012 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchange for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time. The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from July 22, 2021 to July 30, 2021 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN INE933B20012 and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on "T+2 rolling settlement basis", where "T" refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

**b. Off Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounee(s) on or prior to the Issue Closing Date to enable Renounee(s) to subscribe to the Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE933B20012, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

**Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.**

**Listing and trading of the Equity Shares to be issued pursuant to this Issue**

The existing Equity Shares are listed and traded on BSE (Scrip code: 532408) and NSE (Scrip code: MEGASOFT) under the ISIN: INE933B01012. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/trading approvals from the Stock Exchanges. Upon receipt of such listing and trading approvals, the Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

**Disclaimer clause of SEBI:** The draft letter of offer has not been filed with SEBI in terms of SEBI ICDR Regulations as the size of the issue is less than Rs 5000.00 Lakhs. However, the LOF has been filed with SEBI.

**Disclaimer clause of BSE:** "It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the letter of offer has been cleared or approved by BSE Limited, nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the Disclaimer clause of the BSE Limited."

**Disclaimer clause of NSE:** "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the letter of offer has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the letter of offer. The investors are advised to refer to the letter of offer for the full text of the Disclaimer Clause of NSE."

**Availability of issue materials:** In accordance with the SEBI ICDR Regulations, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Investors can access the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable laws) on the websites of:

- our Company at [www.megasoft.com](http://www.megasoft.com).
- the Registrar to the Issue at <https://rights.cameoindia.com/megasoft>
- the Lead Managers at [www.fedsec.in](http://www.fedsec.in);
- the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com);
- the Registrar's web-based application platform at [www.cameoindia.com](http://www.cameoindia.com) ("R-WAP").

**Bankers to the Issue and Refund Banker** – Axis Bank Limited

**Monitory Agency** – Not applicable

**For Risk Factors and other details, kindly refer page no. 20 of the LOF.**

**Other important links and helpline**

The Investors can visit following links for the below-mentioned purposes:

- Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: [www.cameoindia.com](http://www.cameoindia.com).
- Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: [priya@cameoindia.com](mailto:priya@cameoindia.com)
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: [priya@cameoindia.com](mailto:priya@cameoindia.com)
- Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: [priya@cameoindia.com](mailto:priya@cameoindia.com)

LEAD MANAGER TO THE ISSUE		REGISTRAR TO THE ISSUE	
	<b>FEDEX SECURITIES PRIVATE LIMITED</b> B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India. Tel No.: +91 81049 85249 Fax No.: 022 2618 6966 E-mail ID: <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> Website: <a href="http://www.fedsec.in">www.fedsec.in</a> Investor Grievance E-Mail ID: <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> Contact Person: Rinkesh Saraiya SEBI Registration Number: INM000010163		<b>CAMEO CORPORATE SERVICES LTD</b> Subramanian Building No. 1, Club House Road, Chennai -600002, Tamil Nadu, India. Tel. No: 044 – 28460390 / 044 - 40020710 Fax No: 044-28460129 E-mail ID: <a href="mailto:priya@cameoindia.com">priya@cameoindia.com</a> Website: <a href="http://www.cameoindia.com">www.cameoindia.com</a> Investor Grievance ID: <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a> Contact Person: K. Sreepriya SEBI Registration No: INR00003753

**COMPANY SECRETARY AND COMPLIANCE OFFICER**  
Srivalli Susarla, Megasoftware Limited, No.85, Kutchery Road, Mylapore, Chennai – 600004, Tamil Nadu, India. Tel: +91 44 2461 6768 / +91 40 4033 0000 Email: [investors@megasoftware.com](mailto:investors@megasoftware.com)  
Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters. All grievances relating to the ASBA / RWAP process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the application form, or the plain paper application, as the case may be, was submitted by the investor.

**For Megasoftware Limited**  
**On behalf of Board of Directors**  
Sd/-  
Shridhar Thathachary  
Chief Financial Officer  
Date: July 17, 2021  
Place: Hyderabad

Our Company is proposing, subject to requisite approvals, market conditions and other considerations, to issue Equity Shares on a rights basis and has filed a Letter of Offer with the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited. The Letter Of Offer shall be available on website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in); the website of BSE at [www.bseindia.com](http://www.bseindia.com); the website of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), the website of the Company at [www.megasoft.com](http://www.megasoft.com) and the website of the Lead Manager [www.fedsec.in](http://www.fedsec.in). Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section entitled "Risk Factors" beginning on page 20 of the LOF. This announcement has been prepared for publication in India and may not be released in the United States. The announcement does not constitute an offer of Equity Shares for sale in any jurisdiction, including the United States and any Equity Shares described in this announcement may not be offered or sold in the United States.