



MEGASOFT LIMITED

CIN : L24100TN1999PLC042730

8th Floor, Unit No. 801B

Jain Sadguru Image's Capital Park

Plot No. 1, 28 & 29, 98/4/1 to 13

Image Gardens Rd, Madhapur

Hyderabad, Telangana 500081

website : www.megasoft.com

Date: 23.09.2023

To

BSE Limited Phiroze JeeJeeBhoy Towers Dalal Street, Fort Mumbai 400001 Scrip Code: 532408	National Stock Exchange of India Limited Exchange Plaza Bandra-Kurla Complex, Bandra(E) Mumbai 400051 Symbol: MEGASOFT
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Sub: Regulation 30 and Regulation 44 (3) of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 - Proceedings and details of voting results & Scrutinizer Report of the 23rd Annual General Meeting of the Company respectively.

Dear Sir(s),

We hereby inform you that the 23rd Annual General Meeting ('AGM') of the Company was held on September 22, 2023 and the business mentioned in the Notice dated May 30, 2023 were transacted. The 23rd AGM commenced at 10.03 a.m. and concluded at 10.55 a.m.

In this regard please find enclosed the following-

- 1) Summary of Proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – I.**
- 2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – II.**
- 3) Report of Scrutinizer dated September 22,2023, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure –III.**

This is for your information and records.

Thanking you,
Yours faithfully,

For Megasoft Limited

Shridhar
Thathachary

Digitally signed by
Shridhar Thathachary
Date: 2023.09.23
10:13:52 +05'30'

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Shridhar Thathachary
Chief Financial Officer



Annexure-I

Megasoft Limited

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

Directors' Present

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

In Attendance

Mr. Shridhar Thathachary – CFO

Mrs. Srivalli Susarla– Company Secretary and Compliance officer

Invitees

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

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

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



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

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

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

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

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

Before taking up the items of the agenda, the Chairman informed the Members about the process of approval of the resolutions by the Members. He informed that as per the provisions of the Companies Act 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, necessary remote e-voting facility was provided to the Members in order to exercise their right to vote for the resolutions in respect of the items of the agenda as set out in the notice through CDSL e-Voting platform and Easi / Easiest facility of CDSL & IDeAS facility of NSDL and the said e-voting had commenced on 18th September, 2023 at 9.00 A.M. and ended on 21st September, 2023 at 5.00 P.M.

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



S.No.	Agenda	Resolution Required (Ordinary/ Special)	Mode of Voting	Remarks
1.	(i) The Audited Financial Statements of the Company for the year ended 31 st March 2023, the report of the Auditors thereon and the Board's Report. (ii) The Audited Consolidated Financial Statements of the Company for the year ended 31 st March 2023 and the report of the Auditors thereon.	Ordinary	Remote e-Voting and e-Voting at the AGM	Passed with Requisite Majority
2.	Re-appointment of Mr. Sunil Kumar Kalidindi (DIN-02344343), who retires by rotation and, being eligible offers himself for re-appointment	Ordinary	Remote e-Voting and e-Voting at the AGM	Passed with Requisite Majority
3.	Appointment of Branch Auditor	Ordinary	Remote e-Voting and e-Voting at the AGM	Passed with Requisite Majority

Further those Members who could not vote electronically were given an opportunity to cast their votes by exercising their e-voting during the Meeting. After giving sufficient time to the Members to vote during the Meeting, the Chairman announced that the results of e-voting would be declared on receipt of the Scrutinizer's Report and shall be placed on the website of the Company and the website of CDSL, the agency providing e-voting facility and also would be available at the registered office of the Company. The same shall be submitted to stock exchanges within 48 (forty eight) hours from the conclusion of the AGM. All the resolutions embodied in the Notice of Annual General Meeting if passed with requisite majority and are deemed to be passed at the date of AGM i.e. 22nd September, 2023.

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

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

The Scrutinizer's Report from M/s. M Damodaran & Associates., LLP was received and accordingly all the resolutions as set out in the notice were declared as passed.



Details as per Regulation 44(3) of SEBI(LODR) Regulations,2015	
Name of the Company	MEGASOFT LIMITED
Date of AGM	22/09/2023
Total No. of Shareholders as on cut-off date	34609
No.of Shareholders present in meeting in person	Not Applicable
Proxies received for Individual shareholders	Not Applicable
No. of Non Individual Shareholders who's Authorized Representatives attended the Meeting through Video Conferencing	1
No. of Individual Shareholders who attended the meeting through Video Conferencing	47
Mode of E-voting	Remote e-voting and e-voting at the AGM

Shridhar
Thathachary

Digitally signed by
Shridhar Thathachary
Date: 2023.09.23
10:14:13 +05'30'

Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1 Ordinary Resolution Adoption of Financial Statements (i) The Audited Financial Statements of the Company for the year ended 31st March, 2023, the report of the Auditors thereon and the Directors' Report
(ii) The Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2023 and the report of the Auditors thereon

Resolution Required (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter groups are interested in the agenda/resolution?			No					
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	32286928	32286928	100	32286928	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		32286928	32286928	100	32286928	0	100
PUBLIC-INSTITUTIONS	E-VOTING	418	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		418	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	41482699	4913194	11.84	4891585	21629	99.56	0.44
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		1585	0	1585	0	100	0
	SUB TOTAL		41482699	4914779	11.85	4893180	21629	99.56
GRAND TOTAL		73770041	37201708	50.43	37180078	21629	99.94	0.06

2 Ordinary Resolution Re-appointment of Director

Resolution Required (Ordinary/Special)

Resolution Required (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter groups are interested in the agenda/resolution?			No					
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	32286928	32286928	100	32286928	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		32286928	32286928	100	32286928	0	100
PUBLIC-INSTITUTIONS	E-VOTING	418	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		418	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	41482699	4913194	11.84	4891217	21977	99.55	0.45
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		1585	0	1585	0	100	0
	SUB TOTAL		41482699	4914779	11.85	4892802	21977	99.55
GRAND TOTAL		73770041	37201708	50.43	37197928	21977	99.94	0.06

3 Ordinary Resolution Appointment of Branch Auditor

Resolution Required (Ordinary/Special)

Resolution Required (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter groups are interested in the agenda/resolution?			No					
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	32286928	32286928	100	32286928	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		32286928	32286928	100	32286928	0	100
PUBLIC-INSTITUTIONS	E-VOTING	418	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		418	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	41482699	4913194	11.84	4860967	52227	98.94	1.06
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		1585	0	1585	0	100	0
	SUB TOTAL		41482699	4914779	11.85	4862552	52227	98.94
GRAND TOTAL		73770041	37201708	50.43	37149478	52227	99.86	0.14



M. DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

**CONSOLIDATED SCRUTINIZER'S REPORT
(Remote e-Voting & e-Voting at the AGM)
Form No. MGT 13**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,

The Chairman of the 23rd Annual General Meeting of the Equity Shareholders of **MEGASOFT LIMITED** (CIN: L24100TN1999PLC0427320) held on Friday, September 22, 2023 at 10:03 A.M (IST) through Video Conferencing/ Other Audio Visual Means.

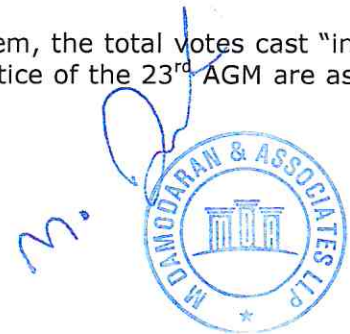
Dear Sir,

1. I, M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries, was appointed as a Scrutinizer by the Board of Directors of **MEGASOFT LIMITED** ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for scrutinizing the remote e-Voting process and e-Voting at the 23rd Annual General Meeting ("AGM") of the Equity Shareholders of the Company held on Friday, September 22, 2023 at 10:03 A.M (IST) through Video Conferencing ('VC') facility in a fair and transparent manner for ascertaining the requisite majority on voting in respect of the resolutions proposed at the said AGM held on September 22, 2023, the details of which are forming part of this report.
2. The management of the Company is responsible to ensure the compliance with the requirement of the Act, Rules and SEBI Listing Regulations relating to voting through electronic means [i.e. by remote e-Voting and e-Voting at the AGM] for the resolutions contained in the Notice of the 23rd AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for voting process through electronic means (i.e. by remote e-Voting and e-Voting at the AGM) is restricted to make a consolidated Scrutinizer's Report of the vote cast "in favor" or "against" the resolutions stated in the notice of the 23rd AGM, based on the report generated from the e-Voting system provided by Central Depository Services Limited ("CDSL"), engaged by the Company for providing remote e-Voting facility and e-Voting facility to vote at the AGM.
3. In respect of the resolutions proposed at the 23rd AGM of the Equity Shareholders of the Company held on Friday, September 22, 2023 at 10:03 A.M (IST), through VC/OAVM, I submit my report as under:





- i. The remote e-Voting commenced on September 18, 2023 (Monday) at 09.00 A.M (IST) and ended on September 21, 2023 (Thursday) at 05.00 P.M (IST).
- ii. Pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively, (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 respectively, issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circular"), Notice of the 23rd AGM along with the Annual Report 2022-23 were sent only through electronic mode to those Members whose email addresses were registered with the Company/ Depository Participant(s).
- iii. Since the AGM was held pursuant to the MCA Circulars through VC, physical attendance of members had been dispensed with. Accordingly, in terms of the above mentioned MCA and SEBI Circulars, the facility for appointment of proxies by the members was also dispensed with.
- iv. The Equity Shareholders present at the 23rd AGM through VC voted through e-Voting facility provided by CDSL.
- v. The Equity Shareholders holding shares as on September 15, 2023 (Friday), cut-off date, were entitled to vote on the resolutions stated in the Notice of the 23rd AGM of the Company.
- vi. As per the information given by the Company, the names of the Equity Shareholders who had voted by remote e-Voting through the facility provided by CDSL were blocked and only those Equity Shareholders who were present at the AGM through VC and who had not voted on remote e-Voting were allowed to cast their votes through e-Voting system at the AGM.
- vii. On completion of e-Voting at the AGM, the votes cast through remote e-Voting and e-Voting at the AGM were unblocked and downloaded on Friday, September 22, 2023 at 11.13 A.M (IST) in presence of two witnesses who are not in the employment of the Company. The e-Voting data/results downloaded from the e-Voting system of CDSL were scrutinized and reviewed, the votes were counted, and the consolidated results were prepared.
- viii. Based on the data downloaded from CDSL e-Voting system, the total votes cast "in favor" or "against" all the resolutions proposed in the Notice of the 23rd AGM are as under:





CONSOLIDATED RESULTS OF REMOTE E-VOTING AND E-VOTING OF THE 23RD AGM OF MEGASOFT LIMITED

Item No: 1

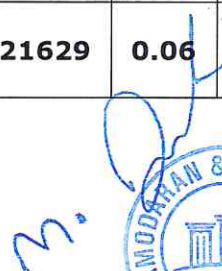

To receive, consider and adopt:

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

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

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-Voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-Voting	Number of shares voted	%	Number of e-Voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-Voting	145	140	37178491	99.94	5	21629	0.06	100
e-Voting at the AGM	6	6	1585	100	0	0	0	100
Total	151	146	37180076	99.94	5	21629	0.06	100

M. 




Item No: 2

To appoint a Director in place of Mr. Sunil Kumar Kalidindi (DIN- 02344343), who retires by rotation and, being eligible, offers himself for re-appointment.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-Voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-Voting	Number of shares voted	%	Number of e-Voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-Voting	145	136	37178143	99.94	9	21977	0.06	100
e-Voting at the AGM	6	6	1585	100	0	0	0	100
Total	151	142	37179728	99.94	9	21977	0.06	100

M.



Special Business

Item No: 3

Appointment of Branch Auditor.

Passed as an Ordinary Resolution as follows:

Mode of e-Voting	Total valid e-Voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-Voting	Number of shares voted	%	Number of e-Voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-Voting	145	136	37147893	99.86	9	52227	0.14	100
e-Voting at the AGM	6	6	1585	100	0	0	0	0
Total	151	142	37149478	99.86	9	52227	0.14	100





There were no invalid or abstained votes for the above said resolutions.

- ix. Based on the aforesaid results, I report that the Resolutions as set out in the 23rd AGM Notice dated May 30, 2023 have been passed with a requisite majority.
- x. The electronic data and all other relevant records relating to remote e-Voting and e-Voting at the AGM are under my safe custody and will be handed over to the Authorized Signatory for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully,

For **M Damodaran & Associates LLP**

M. Damodaran
Managing Partner
Membership No.: 5837
COP No.: 5081
FRN: L2019TN006000
PR 3847/2023
ICSI UDIN: F005837E001062081



Place: Chennai
Date: 22.09.2023