



MEGASOFT LIMITED

CIN : L72200TN1999PLC042730
Block "A" Wing 1, Level 5 & 6, Cyber Gateway
Madhapur, Hyderabad - 500081
Telangana, India.

Tel : +91 (40) 4033 0000; Fax : +91 (40) 4013 3555
website : www.megasoft.com

Date: 30.05.2019

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

Dear Sir(s),

Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Secretarial Compliance Report duly issued by M. Damodaran & Associates, Practicing Company Secretaries, for the financial year ended March 31, 2019.

Please take the same on record.

Thanking you,

Yours faithfully,
For **Megasoft Limited**

Shridhar Thathachary
CFO





M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.
Mobile:98412 81693

**SECRETARIAL COMPLIANCE REPORT OF MEGASOFT LIMITED
FOR THE YEAR ENDED 31.03.2019**

I M. Damodaran have examined:

- all the documents and records made available to us and explanation provided by **Megasoft Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31.03.2019** in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – *Not Applicable*.
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not Applicable*.





- e) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not Applicable*.
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not Applicable*.
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996/2018.

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder to the extent applicable, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Compliance Certificate u/r 7(3) of SEBI (LODR) Regulations, 2015.	The company has not filed Compliance Certificate to the Stock Exchange within one month from the half year end of 30.09.2018.	The company has complied with the regulation 7(3) of SEBI (LODR) Regulations, 2015 with some delay.
2.	The Shareholding pattern u/r. 31 of SEBI (LODR) Regulations, 2015.	The company has not filed Shareholding pattern to the Stock Exchange within 21 days from the end of the quarter 31.12.2018.	The company has complied with the regulation 31 of SEBI (LODR) Regulations, 2015 by filing within time with BSE; However with NSE it was filed with a delay of one day due to technical issue in the NEAPS portal.



			The fine was paid by the company in order to comply the regulation.
3.	Report on Corporate Governance u/r. 27(2) of SEBI (LODR) Regulations, 2015.	The Company has not filed Report on Corporate Governance to the Stock Exchange within 15 days from the end of the quarter 31.12.2018.	The company has complied with the regulation 27(2) of SEBI (LODR) Regulations, 2015 with minor delay due to technical issue in the Stock Exchange portal. The fine was paid by the company in order to comply the regulation.
4.	Practicing Company Secretary certificate u/r 40(9) of SEBI (LODR) Regulations, 2015.	The Company has not filed Practicing Company Secretary certificate with Stock Exchange for the half year ended 30.09.2018.	The company has partially complied with the regulation 40(9) of SEBI (LODR) Regulations, 2015.
5.	Financial Results u/r 30 of SEBI (LODR) Regulations, 2015.	The Company has intimated Financial Results for the period ended 31.03.2018 to Stock Exchange in 5 hours (on NSE Portal) and 5 minutes (on BSE portal) delay.	The company has complied with the regulation 30 of SEBI (LODR) Regulations, 2015 in respect of intimation of Financial Results to the Stock Exchange with some delay due to technical issues on the Stock Exchanges portal.
6.	Proceedings of Annual general meeting u/r 30 read with Schedule III Part A Para A of SEBI (LODR) Regulations, 2015.	The Company has not intimated the Proceedings of Annual general meeting dated 27.09.2018 to the stock exchange.	The company has not complied with the regulation 30 of SEBI (LODR) Regulations, 2015 in respect of intimation of Proceedings of Annual general meeting.
7.	Intimation of Voting Results u/r 44 of SEBI (LODR) Regulations, 2015.	The company has made 4 days delay in intimation of Voting Results of the AGM dated 27.09.2018 to the Stock Exchange.	The company has complied with the regulation 44 of SEBI (LODR) Regulations, 2015 in respect of intimation of Voting Results of Annual General Meeting to the Stock Exchange with some delay.



8.	Website of the company u/r 46 of SEBI (LODR) Regulations, 2015.	The company has not update the information in its website as per regulation 46.	The company has complied with the regulation 46 of SEBI (LODR) Regulations, 2015 in respect of updation of website of the company with some deviations.
9.	Compliance Officer of the company u/r 6(1) of SEBI (LODR) Regulations, 2015.	The company has not appointed a qualified company secretary as compliance officer for some period of time.	The company has complied with the regulation 6(1) of SEBI (LODR) Regulations, 2015 by appointing qualified company secretary as compliance officer of the company on w.e.f. 09.11.2018. The fine was paid by the company in order to comply the regulation. However, on representation made by the Company, the National Stock Exchange has refunded the fine levied for quarter ended 31.12.2019 i.e. Rs. 39,000/-.
10.	Reconciliation of Share capital audit report u/r 55A of SEBI (DP) Regulations, 1996.	The company has not intimated the Reconciliation of Share capital audit report to the Stock Exchange within 30 days from the end of the quarter 30.09.2018.	The company has complied with the regulation 55A of SEBI (DP) Regulations, 1996 in respect of filing of Reconciliation of Share capital audit report with some delay.
11.	Reconciliation of Share capital audit report u/r 55A of SEBI (DP) Regulations, 1996.	The company has not intimated the Reconciliation of Share capital audit report to the Stock Exchange within 30 days from the end of the quarter 31.12.2018.	The company has complied with the regulation 55A of SEBI (DP) Regulations, 1996 in respect of filing of Reconciliation of Share capital audit report with minor delay.



(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE & NSE	The company has not appointed qualified company secretary as compliance officer u/r 6(1) of SEBI (LODR)	Fine was levied vide BSE Letter dated 12.02.2019 Fine was levied vide NSE Letter dated 12.02.2019	The company has complied with the regulation 6(1) of SEBI (LODR) Regulations, 2015 by appointing qualified company secretary as compliance officer of the company on w.e.f. 09.11.2018. The fine was paid by the company in order to comply the regulation. However, on representation made by the Company, the National Stock Exchange has refunded the fine levied for quarter ended 31.12.2019 i.e. Rs. 39,000/-





M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



2.	BSE	The company has not appointed Share Transfer Agent u/r 7(1) of SEBI (LODR) for the quarter ended 31.12.2018.	Fine was levied vide BSE Letter dated 12.02.2019	The Company has at all times appointed RTA. However, the fine was paid by the company in order to comply with the notice received.
3.	BSE & NSE	The company has not complied with regulation 27(2) of SEBI (LODR) for the quarter ended 31.12.2018	Fine was levied vide BSE Letter dated 31.01.2019 Fine was levied vide NSE Letter dated 31.01.2019	The company has complied with the regulation 27(2) of SEBI (LODR) Regulations, 2015 with minor delay due to technical issue in the Stock Exchange portal. The fine was paid by the company in order to comply the regulation.
4.	BSE & NSE	The company has not filed report required under regulation 55A of SEBI (DP) Regulations, 1996 for the quarter ended 30.09.2018	BSE Letter dated 15.02.2019 NSE Letter dated 15.11.2018	The company has complied with the regulation 55A of SEBI (DP) Regulations, 1996 in respect of filing of Reconciliation of Share capital audit report with minor delay.
5.	NSE	The company has not complied with regulation 31 of SEBI (LODR) for the quarter ended 31.12.2018	Fine was levied vide NSE Letter dated 06.02.2019	The company has complied with the regulation 31 of SEBI (LODR) Regulations, 2015 with minor delay due to technical issue in the Stock Exchange portal. The fine was paid by the company in order to comply the regulation.





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Practicing Company Secretaries



6.	BSE	Freezing of Promoter and Promoter group Demat accounts for Non-compliance with certain provisions of SEBI (LODR) Regulations, 2015 vide SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2 016/116	Warning letter issued by BSE in various dates.	As per company letter dated 27.02.2019 to BSE the company has complied with the regulation and paid applicable fine in this regard. Subsequently the BSE unfreeze the demat account of the Promoter.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Chennai
Date: 30.05.2019

For M. Damodaran & Associates

M. Damodaran
FCS No: 5837
C P No: 5081

