



**MEGRI SOFT LIMITED**  
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To

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001 Email Id: corp.compliance@bseindia.com Scrip Code: 539012	Head- Listing & Compliance Metropolitan Stock Exchange of India Ltd. 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani junction, LBS Road, Kurla(West), Mumbai – 400070 Email Id: listingcompliance@msei.in Symbol: MEGRISOFT
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Dear Sirs,

**Sub.: Proceedings of 33rd Annual General Meeting of Megri Soft Limited**

In terms of Regulation 30 and Part - A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please see enclosed the summary of proceedings of the 33rd Annual General Meeting of the Company held on Monday, September 30, 2024, at 02:30 P.M. (IST) by way of Video Conferencing (VC)/Other Audio Video Means (OAVM)).

This is for your information and records.

**Thanking You,  
Yours Faithfully,  
For Megri Soft Limited**

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

**Date: September 30, 2024  
Place: Chandigarh**

**PROCEEDINGS OF THE 33RD ANNUAL GENERAL MEETING (AGM) OF MEGRI SOFT LIMITED**

The 33rd Annual General Meeting ('AGM') of the Members of Megr Soft Limited ('the Company') was held on Monday, September 30, 2024, at 02:30 P.M. (IST) through video conferencing and other audio-visual means ('VC') in compliance with the General Circulars issued by the Ministry of Corporate Affairs ('MCA') and circular issued by the Securities and Exchange Board of India ('SEBI') and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

**Directors present through video conference:**

S.No	Name of the Directors	Designation
1.	Mr. Mohnesh Kohli	Chairman and Executive Director and Chairman of Stakeholders Relationship Committee
2.	Mr. Rajnesh Sharma	Whole Time Director and Chief Financial Officer
3.	Ms. Aprajita Kohli	Non-Executive Director and Women Director
4.	Mr. Raman Seth	Non-Executive, Independent Director and Chairman of Audit Committee
5.	Mr. Sahil Malhotra	Non-Executive, Independent Director

**In Attendance through VC/OAVM:**

S.No	Name of the Concern Person	Designation
1.	Neelkant Gargya	Partner M/s Sanjay Arora & Associates Chartered Accountants, Statutory Auditor
2.	Mr. Karan Vir Bindra	Proprietor of M/s K V Bindra & Associates Company Secretaries, Secretarial Auditor
3	Mr. Vikas Wassan	Proprietor of M/s Vikas Wasson & Associates Chartered Accountants as Scrutinizers
4	Mr Rahul Malhotra	Proprietor of M/S R Malhotra & Associates. Company Secretaries as Secretarial Auditor for F.Y (2023-24)

Members Present (in person through Video Conference & other audio-visual means: - 21

Ms Mohnesh Kohli, the Chairman, welcomed the members and informed them that this meeting will be held through video conferencing in accordance with the circulars issued by the Ministry of Corporate Affairs, applicable provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms Aprajita Kohli, Director, further informed the members that the Company had provided the remote voting facility to the members (which started at IST 09:00 A.M. on Friday, September 27, 2024 and concluded at IST 05:00 P.M. on Sunday, September 29, 2024 ) to cast their votes on all the resolutions set forth in the AGM Notice. Members, who were participating in the meeting and had not cast their votes through remote e-voting, were provided an opportunity to cast their votes through e-voting at the meeting which shall remain open for 15 minutes from the conclusion of the Meeting.

Mr. Mohnesh Kohli, Chairman of the Company, chaired the Meeting.

Mr. Mohnesh Kohli, welcomed all the members attending the AGM. The requisite quorum being present, he called the meeting to order.

The Chairman also introduced the directors who participated in the meeting through Video Conferencing and briefed the members about the financial performance of the Company for the financial year ended 31st March, 2024 and the general Outlook for the IT Sector and expansion plans of Megr Soft limited.

Ms Aprajita Kohli Director informed that Audited Standalone & Consolidated Financial Statements for the year ended 31st March, 2024 together with Statutory Auditors Report and Board Report were sent to shareholders of the Company by email. Further, Chairman stated that statutory registers/ records and other applicable documents were available for inspection electronically. Aprajita Kohli further informed that Sanjay Arora & Associates, Statutory Auditors, have submitted their report for the financial statements for the year ended March 31, 2024. The Auditors' report does not contain any qualifications/modified opinions, or adverse remarks. With the consent of the members,

the Notice convening the AGM, the Boards' Report and the Auditor's Report for the financial year ended March 31st, 2024, were taken as read.

The following items of business as set out in the Notice convening the 33rd Annual General Meeting were transacted:

**Ordinary Business(es):-**

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024, and the report of Auditors thereon
2. To appoint a Director in place of Ms Aprajita Kohli (DIN: 02489600), who retires by rotation, and, being eligible, offers herself for re-appointment
3. To appoint M/s. Narinder Kumar and Company, Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration

**Special Business**

4. To Approve Material Related Party Transaction(S) with Basel Investments Limited
5. To appoint Ms. Diksha (DIN:07072776) as an Independent Director of the Company
6. To approve material related party transactions between Megrisoft Limited, a subsidiary of the Company incorporated outside India in United Kingdom with Aprajita Kohli, Director
7. Re-appointment of Mr. Rajnesh Sharma (DIN:02528435) as a Whole Time Director of the Company and fix remuneration

All the resolutions as set forth in the 33rd AGM notice are deemed to be passed on September 30, 2024, subject to receipt of requisite majority.

Members were informed that no members have been registered as a speaker therefore no questions have been received from the Shareholders of the Company.

Members were informed that the Board had appointed Mr. Vikas Wassan (Membership No.530011), Proprietor of M/s Vikas Wasson & Associates Chartered Accountants as Scrutinizer to scrutinize the remote e-voting process as well as e-voting at the AGM in a fair and transparent manner and submit a consolidated report thereon. The consolidated results of remote e-voting and e-voting during the meeting will be placed on the website of the Company, website of the MSEI and website of the BSE Limited.

Members were informed that the results of the voting shall be announced within the stipulated time and the same will be displayed at the website of the Company. The e-voting facility was kept open for next 15 minutes to enable the members to cast their vote who had not cast their votes through remote evoting. .

After Completion of the E-Voting time period , the meeting concluded at 3.05 P.M.

Thereafter, the Chairman concluded the AGM by thanking the members for their participation in the meeting.

This is for your information and records.

**Notes:**

- i) The Company will separately intimate the results of e-voting to the Stock Exchange.
- ii) This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.

**Thanking You,  
Yours Faithfully,  
For Megri Soft Limited**

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

**Date: September 30, 2024  
Place: Chandigarh**