

**MEGASOFT LIMITED**

CIN : L24100TN1999PLC042730

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](http://www.megasoft.com)**Date: 23.09.2022****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**

Dear Sir(s),

**Sub: Submission of Summary of Proceedings of 22<sup>nd</sup> Annual General Meeting (AGM) of Megasoft Limited as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In terms of the Ministry of Corporate Affairs ("MCA") Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January, 13, 2021, Circular No. 20/2021 dated December 08, 2021 and Circular No. 2/2022 dated May 05, 2022 (MCA Circulars) and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January, 15, 2021 and Circular No. SEBI/HO/DDHS/DDHS\_Div2/P/CIR/2022/079 dated June 03, 2022 and in compliance with other applicable provisions of the companies Act, 2013 ('Act') and the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 22<sup>nd</sup> AGM of the Company was held on Friday, 23<sup>rd</sup> September, 2022 at 10.18 a.m. (IST) through Video Conference('VC')/ Other Audio Visual Means ('OAVM') to transact the business as stated in the AGM Notice dated 08<sup>th</sup> August, 2022.

Please find enclosed herewith the summary of Proceedings of 22<sup>nd</sup> Annual General Meeting of the Members of the Company.

This is for your information and records.

Thanking You,

**For Megasoft Limited**

.....  
**Shridhar Thathachary**  
**Chief Financial Officer**



## **Megasoft Limited**

### **Audio Visual Means('OAVM') .**

#### **Directors' Present**

Mr. Sunil Kumar Kalidindi	– Executive Director & CEO
Mr. Anish Mathew	– Independent Director
Ms. Leona Ambuja	– Non-Executive Director
Mr. Kalyan Vijay Sivalenka	– 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 22<sup>nd</sup> Annual General Meeting (AGM) of the Members of Megasoft Limited (the Company,) was convened and held on Friday, September 23, 2022 at 10:18 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 key highlights of the operational performance, new action plan initiated by the Company and future prospects. 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, 2022 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 of CDSL & IDeAS facility of NSDL and the said e-voting had commenced on 19<sup>th</sup> September, 2022 at 9.00 A.M. and ended on 22<sup>nd</sup> September, 2022 at 5.00 P.M.

The Company had appointed M/s. M Damodaran & Associates LLP as the Scrutinizer to scrutinize the remote e-voting process and voting during the Annual General Meeting in a fair and transparent manner.

In terms of Notice dated August 08, 2022 convening the 22<sup>nd</sup> AGM of the Company, the following items of business, were taken up for members consideration and approval:

#### **ORDINARY BUSINESS**

##### **Item No.1: Adoption of Financial Statements**

**(i)** The Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2022, the report of the Auditors thereon and the Director's Report.

**(ii)** The Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2022 and the report of the Auditors thereon.

**Item No.2: Re-appointment of Mr. Sunil Kumar Kalidindi (DIN-02344343), who retires by rotation and, being eligible offers himself for re-appointment.**

**Item No.3: Re-appointment of Statutory Auditors of the Company for a second term of five years**

#### **SPECIAL BUSINESS:**

**Item No.4: Appointment of Branch Auditor.**

**Item No.5: Appointment of Mr. Suryanarayana Raju Nandyala as an Independent Director (Non-Executive) of the Company.**

**Item No.6: Increase in overall managerial remuneration limits.**



**Item No.7: Increase in managerial remuneration payable to Mr. Sunil Kumar Kalidindi, Executive Director & CEO of the Company.**

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 the 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. 23<sup>rd</sup> September, 2022.

There being no other business for transaction the Chairman then thanked the members attending the Meeting and for their co-operation and concluded the meeting at 11:06 A.M.

The Chairman authorized Mr. Sunil Kumar Kalidindi, Executive Director & CEO and/or Ms. Srivalli Susarla, Company Secretary & Compliance Officer and/ or Mr. Shridhar Thathachary, Chief Financial Officer of the Company to notify the results of the voting to the stock exchanges whereupon the Company's shares are listed.

This is for your information and records.

Thanking you,  
Yours faithfully,

**For Megasoft Limited**

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**Shridhar Thathachary**  
**Chief Financial Officer**