



MEGASOFT LIMITED

CIN: L72200TN1999PLC042730

85, Kutchery Road, Mylapore, Chennai 600004, Tamilnadu, India.

www.megasoft.com

Notice of the 20thAnnual General Meeting

Notice is hereby given that the **20thAnnual General Meeting (AGM)** of the Members of **MEGASOFT LIMITED** will be held on Tuesday, the 22nd September, 2020, at 10.00 a.m. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:-

Ordinary Business:

(1) Adoption of Financial Statements

To receive, consider and adopt:

- (i) The Audited Financial Statements of the Company for the year ended 31stMarch 2020, the report of the Auditors thereon and the Board’s Report.
- (ii) The Audited Consolidated Financial Statements of the Company for the year ended 31stMarch 2020 and the report of the Auditors thereon.

(2) Re-appointment of Director

To appoint a Director in place of Mr.G. V. Kumar (DIN- 00059107), who retires by rotation and, being eligible offers himself for re-appointment.

Special Business

(3) Appointment of Branch Auditor

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Rules framed thereunder, the Board be and is hereby authorized to appoint from time to time Branch Auditors of any Branch office of the Company, whether existing or which may be opened/acquired hereafter outside India, based on the recommendation of the Audit/ Risk & Compliance Committee, in consultation with the Company’s Auditors, any person(s) qualified to act as Branch Auditor within the meaning of section 143(8) of the Companies Act, 2013 and to fix their remuneration.”

(4) Re-classification of the promoters of the Company:

To consider and if thought fit, to give assent / dissent to the following Resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof), subject to necessary approvals from the SEBI, Stock Exchanges and other appropriate statutory authorities, as may be necessary, the approval of the Members of Company be and is hereby accorded for re-classification of Mr. S Ravindra Babu, S.Ravindra Babu (HUF) and S. Rajagopal Reddy, from 'Promoter Category' to 'Public Category' as per their request letter dated 27th September 2019 in respect of 32,03,956 (Thirty Two Lakhs Three Thousand Nine Hundred and Fifty Six equity shares held by them.”

“RESOLVED FURTHER THAT the promoters seeking re-classification along with its promoter group and person acting in concert shall not:

- (i) together, hold more than ten percent of the total voting rights in the listed entity;
- (ii) exercise control over the affairs of the listed entity directly or indirectly;
- (iii) have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- (iv) be represented on the board of directors (including not having a nominee director) of the listed entity;
- (v) act as a key managerial person in the listed entity;
- (vi) be a 'willful defaulter' as per the Reserve Bank of India Guidelines;
- (vii) be a fugitive economic offender.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to submit the application for re-classification to the Stock Exchange, wherein the securities of the company are listed or any other regulatory body, as may be required, and to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.”

By order of the Board of Directors
For **Megasoft Limited**

.....
GV Kumar
(DIN: 00059107)
Managing Director

Place: Hyderabad
Date: 30th July 2020

NOTES:

- 1 In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide General Circular No. 14/2020 dated April 8,2020. General Circular No. 17/2020 dated April 13,2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively “MCA Circulars”), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 20th AGM of the Company is being convened and conducted through VC/ OAVM. The deemed venue of the AGM shall be the Registered Office of the Company.
- 2 The Company has enabled the Members to participate at the 20th AGM through the VC/ OAVM facility and has engaged Central Depository Services Limited (CDSL) to provide the said facility. The instructions for participation by Members are given in the subsequent paragraphs.
- 3 A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special businesses to be transacted at the 20th AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to investors@megasoft.com.
- 4 As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 20th AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 20th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 5 Since the 20thAGM is being held through VC/ OAVM, the route map of the venue of the Meeting is not annexed to this Notice.
- 6 As per the provisions under the MCA Circulars, Members attending the 20thAGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.The Company has appointed Mr. M Damodaran & Associates, LLP, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
- 7 The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman. The result of e-voting will be declared within 48 hours of the conclusion of the Meeting and the same, along with the consolidated scrutinizer’s Report will be placed on the website of the company www.megasoft.com and on the website of CDSL at <https://evoting.india.com>. The results will simultaneously be communicated to the stock exchanges.
- 8 The Register of Members and Share Transfer books will remain closed from Wednesday, September 16, 2020 to Tuesday, September 22, 2020 (both days inclusive).
- 9 Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process for the limited purpose of receiving the Company’s Annual Report and Notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by accessing the link <https://investors.cameoindia.com/>
- 10 After due verification, the Company/ CDSL will forward your login credentials to your registered email address.
- 11 You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
- 12 Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon. Members are requested to use the share transfer form SH-4 for this purpose.

- 13 In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
- 14 Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:- a) the change in the residential status on return to India for permanent settlement, and b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
- 15 Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its registered office.
- 16 The following documents will be available for inspection by the Members electronically during the 20th AGM:a) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013. Members seeking to inspect such documents can send an email to investors@megasoft.com.
- 17 In case of any queries regarding the Annual Report, the Members may write to investors@megasoft.com to receive an email response.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

- 1) In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, the notice of the 20th AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the Company's website at <http://www.megasoft.com/reports.html?>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
- 2) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, Subramanian Building" No.1 Club House Road Chennai-600002, Tamilnadu at agm@cameoindia.com.

PROCEDURE FOR MEMBERS FOR E-VOTING:

- (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting ("**remote e-voting**") and e-voting during the AGM.
- (ii) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (iii) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer M. Damodaran & Associates LLP at the email address at secretarial@mdaassociates.co.in and to the Company at the email address viz; investors@megasoft.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(iv) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

(v) The voting period begins on Friday, September 18,2020 at 9.00 A.M. and ends on Monday, September 21,2020 at 5.00 P.M. The e-voting module shall be disabled by CDSL for voting thereafter.

(vi) A person whose names is recorded in the register of members or in register of beneficial owners maintained by Depositories, as on the cut-off date i.e. September 15 ,2020 shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting at the AGM.

Members joining the meeting through VC/ OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

(vii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

(viii) The shareholders should log on to the e-voting website www.evotingindia.com.

- A. Click on Shareholders.
- B. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the company.
- C. Next enter the Image Verification as displayed and Click on Login.
- D. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- E. If you are a first time user follow the steps given below:
- F. After entering these details appropriately, click on "SUBMIT" tab.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However,

members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Megasoft Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/ OAVM:

1. Members as on the cut-off date i.e. Tuesday, September 15, 2020 may access the platform to attend the AGM through VC/ OAVM or the link for VC/ OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed. .
2. The link for the AGM will be available in the shareholder/Members login where the “Event” and the “Name of the company” can be selected. Please note that the Members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
3. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
4. Members are requested to follow the procedure given below:
 - i. Launch internet browser (Google Chrome /Safari/Internet Explorer/Microsoft Edge/Mozilla Firefox 22.
 - ii. Enter the login credentials (i.e. User name and Password for e-voting)
 - iii. Members will be required to grant access to the web-cam to enable two-way video conferencing.
 - iv. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC/ OAVM in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
5. Members who may want to express their views / speak at the AGM may request the Company [via an email to investors@megasoft.com](mailto:investors@megasoft.com) and providing their name, demat account number/ folio number, email ID and mobile number. Members who wish to ask questions / queries at the AGM may write to the Company at the email address investors@megasoft.com, by mentioning the question / query, their name, demat account number/ folio number, email ID and mobile number. The request to speak and the questions / queries must be received by the company 7 days prior to the date of AGM. Participation at the AGM through VC/ OAVM shall be allowed on a first-come-first-served basis.
6. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542)
7. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Annexed to the Notice convening the 20th Annual General Meeting to be held on Friday, 18th September, 2020.

Item No.3 – Appointment of Branch Auditor

The Company has branches outside India and may also open / acquire new branches outside India in future. It may be necessary to appoint branch auditors for carrying out the audit of the accounts of such branches to meet the compliance of laws applicable in those countries. The Members are requested to authorize the Board of Directors of the Company to appoint branch auditors in consultation with the Company's Auditors and fix their remuneration.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the Resolution.

Your Directors, therefore, recommend the resolution for your approval as Ordinary Resolution.

Item No.4– Re-classification of the Promoters of the Company:

The Members be informed that the Company has received request vide letter dated 27th September 2019 from S. Ravindra Babu, S. Ravindra Babu (HUF) and S.Rajagopal Reddy for re-classification of their shareholding from promoter & promoter group category to public category in respect of 32,03,956 (Thirty Two Lakh Three Thousand Nine Hundred and Fifty Six)equity shares held, by them stating that they are not engaged in the management of day to day affairs of the Company and also do not have any right or control the management or policy decisions of the Company in any manner whatsoever including by virtue of their shareholding. Accordingly, the Board of Directors of the Company at its Meeting held on 14.11.2019 considered to place the request for the approval by the Members of the Company at the ensuing General Meeting held within the time frame of these regulations i.e. after a time gap of at least three months but not exceeding six months between the date of board meeting and the shareholder's meeting considering the request of the promoter(s) seeking re-classification, subject to the approval of Stock Exchanges and/or such other approval, if any, as may be necessary in this regard. However, due to prevailing Corona Virus (COVID-19) and imposition of total lockdown by the Central Government w.e.f. mid night of 24th March, 2020 resulting into stoppage of inter alia, printing and courier services which was needed to complete the above postal ballot process, the Company was not able to complete the printing of notice and dispatching of the same to the shareholders within the aforesaid timeframe. Hence, the Company made an application to the SEBI on 29.04.2020 requesting for waiver of the time limit for obtaining the approval of the Members as above and since then the Company is awaiting the nod of the regulator. Accordingly, this resolution shall also be subject to approval of the wavier application made by the Company under Regulation 102 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the Resolution.

Your Directors, therefore, recommend the resolution for your approval as Ordinary Resolution.

By order of the Board of Directors
For **Megasoft Limited**

.....
GV Kumar
(DIN: 00059107)
Managing Director

Place: Hyderabad

Date: 30thJuly, 2020