

**MEGASOFT LIMITED**

CIN: L24100TN1999PLC042730
8th Floor, Unit No.801 - B
Jain Sadguru Image's Capital Park
Plot No. 1,28 & 29, 98/4/1 TO 13
Image Garden Rd, Madhapur
Hyderabad, Telangana 500081
Tel: +91 40 69652222
Email: investors@megasoft.com
website: www.megasoft.com

To,**Date: January 2, 2026**

BSE 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
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Dear Sir(s),

Sub: Outcome of the Board Meeting held on January 2, 2026.**Ref: Regulation 30 & 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

We wish to inform you that, the Board of Directors of the Company at their meeting held on **January 2, 2026** has noted / approved the following:

1. The receipt of the **certified true copy** of the order dated **December 16, 2025** passed by Hon’ble National Company Law Tribunal, Chennai Bench, (“NCLT”) sanctioning the Scheme of Amalgamation (“Scheme”) between Sigma Advanced Systems Private Limited (“Transferor Company”) and Megasoft Limited (“Transferee Company”) and their respective shareholders and creditors.
2. **Effective Date:** The effective date of the Scheme is **December 31, 2025** being the date on which the certified true copy of the order passed by NCLT sanctioning the Scheme is filed by both the Transferor Company and Transferee Company with the Registrar of Companies, Chennai (“ROC”).
3. **Appointed Date:** The appointed date as per the Scheme is April 1, 2024.
4. **Share Exchange Ratio:** The share exchange ratio as per the Scheme is as follows:

316 (Three Hundred and Sixteen) fully paid equity shares of face value INR 10/- each of Megasoft Limited, shall be issued for every 100 (Hundred) fully paid equity shares of face value INR 10/- each held in Sigma Advanced Systems Private Limited.
5. **Record Date:** In consultation with the Transferor Company the record date for determining the eligible shareholders of the Transferor Company to whom the shares in Transferee Company would be issued under the Scheme is **Wednesday, January 14, 2026.**
6. **Amendments to Memorandum of Association and Articles of Association of the Company:**

Pursuant to the PART – III of the Scheme of Amalgamation between Sigma Advanced Systems Private Limited (“Transferor Company”) and Megasoft Limited (“Transferee Company”) the following Amendments were noted:



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- a) Change in Name of the Transferee Company as '*SIGMA ADVANCED SYSTEMS LIMITED*'
- b) Consolidation of the Authorised Share Capital as below:

INR 250,00,00,000/- (Rupees Two Hundred and Fifty Crores only) comprising of 25,00,00,000 (Rupees Twenty Five Crores only) equity shares of INR 10/- (Rupees Ten only) each with such rights, privileges and conditions attached thereto as may be determined by the Company from time to time in accordance with the Articles of Association of the Company. The Company has and shall always have the power to divide, sub-divide or consolidate the shares for time being of the Company into several classes and to attach thereto preferential, qualified or special rights, privileges or conditions as may be determined by the Company or in accordance with Articles of Association of the Company and to fix, vary, modify or abrogate any such rights, privileges or conditions attached to the shares in such manner as may from time to time being provided in the regulations of the company."

7. The Board took note of the Compliance of Reg 17 of SEBI LODR Regulations, 2015 w.r.t. having a minimum Board constitution with at least 6 Directors having paid the fine for non-compliance thereof as required for the quarter ended on September 30, 2025 and advised the management that going forward to ensure Compliance with the SEBI LODR Regulations, 2015.
8. Further, pursuant to the effectiveness of the Scheme, the Board took note of the following Subsidiary / Associate Companies of the Transferee Company from the Appointed date i.e. April 01, 2024.

Indrajaal Drone Defence India Private Limited	Associate Company
Indorus Opto Sights Private Limited	Subsidiary Company

9. The Board approved Extending of Corporate Guarantee by Megasoft Limited as per **Annexure-A**.

We further wish to inform that the Meeting of the Board of Directors of the company commenced at 2.30 P.M and concluded at 3.30 P.M.

Kindly take the information on record.

For Megasoft Limited

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Thakur Vishal Singh
Company Secretary & Compliance Officer



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Annexure – A

Details as per Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

i) Secure Trust Bank PLC, United Kingdom

S. No.	Particulars	Details
1.	name of party for which such guarantees or indemnity or surety was given	Secure Trust Bank PLC, United Kingdom
2.	whether the promoter/ promoter group/ group companies have any interest in this transaction? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	No, the promoter/ promoter group/ group companies do not have any interest in this transaction.
3.	brief details of such guarantee or indemnity or becoming a surety viz. brief details of agreement entered (if any) including significant terms and conditions, including amount of guarantee	Corporate Guarantee on behalf of Nasmyth Group for an amount upto GBP 5.80 Mn.
4.	impact of such guarantees or indemnity or surety on listed entity	The Company faces no immediate financial impact but this corporate guarantee is considered a contingent liability for the Company.

ii) Thyssenkrupp Materials (UK) Limited

S. No.	Particulars	Details
1.	name of party for which such guarantees or indemnity or surety was given	Thyssenkrupp Materials (UK) Limited
2.	whether the promoter/ promoter group/ group companies have any interest in this transaction? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	No, the promoter/ promoter group/ group companies do not have any interest in this transaction.
3.	brief details of such guarantee or indemnity or becoming a surety viz. brief details of agreement entered (if any) including significant terms and conditions, including amount of guarantee	Corporate Guarantee on behalf of Nasmyth Group for an amount upto GBP 1.50 Mn.
4.	impact of such guarantees or indemnity or surety on listed entity	The Company faces no immediate financial impact but this corporate guarantee is considered a contingent liability for the Company.

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iii) Blaenavon Forgings Limited

S. No.	Particulars	Details
1.	name of party for which such guarantees or indemnity or surety was given	Blaenavon Forgings Limited
2.	whether the promoter/ promoter group/ group companies have any interest in this transaction? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	No, the promoter/ promoter group/ group companies do not have any interest in this transaction.
3.	brief details of such guarantee or indemnity or becoming a surety viz. brief details of agreement entered (if any) including significant terms and conditions, including amount of guarantee	Corporate Guarantee on behalf of Nasmyth Group for an amount upto GBP 1.50 Mn.
4.	impact of such guarantees or indemnity or surety on listed entity	The Company faces no immediate financial impact but this corporate guarantee is considered a contingent liability for the Company.
