

**MEGASOFT LIMITED**

CIN : L24100TN1999PLC042730
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Date: September 27, 2024

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
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Dear Sir(s),

Sub: Submission of Summary of Proceedings of 24th 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 nos. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January, 13, 2021, Circular No. 20/2021 dated December 08,2021, Circular No. 2/2022 dated May 05,2022 and Circular No. 10/2022 and Circular No. 11/2022 dated December 28,2022 and Circular No. 9/2023 dated September 25, 2023 (MCA Circulars) and Securities and Exchange Board of India (SEBI) vide 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, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January, 15, 2021, Circular No. SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated June 03, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 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 24th AGM of the Company was held on Friday, 27th September, 2024 at 10.00 a.m. (IST) through Video Conference('VC')/ Other Audio Visual Means ('OAVM') to transact the business as stated in the AGM Notice dated 31st August, 2024.

Please find enclosed herewith the summary of Proceedings of 24th Annual General Meeting of the Members of the Company.

This is for your information and records.

Thanking You,

For Megasoft Limited

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Thakur Vishal Singh
Company Secretary & Compliance Officer

Megasoft Limited

Summary of Proceedings of the 24th Annual General Meeting (AGM) of the Members of the Company held on Friday, 27th September, 2024 at 10:00AM through Video Conferencing ('VC')/ Other 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
Mr. Krishna Yeachuri	– Non-Executive Director
Mr. Suryanarayana Raju Nandyala	– Independent Director

In Attendance

Mr. Shridhar Thathachary – Chief Financial Officer

Mr. Thakur Vishal Singh – Company Secretary and Compliance officer

Invitees

CA Arjun S, Partner & CA Subramanian V,
M/s. N.C. Rajagopal & Co
Chartered Accountants - Statutory Auditors

CS M Damodaran, Partner, M/s. M Damodaran & Associates LLP
Secretarial Auditor & Scrutinizer

The 24th Annual General Meeting (AGM) of the Members of Megasoft Limited (the Company,) was convened and held on Friday, 27th September, 2024 at 10:00 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').

Mr. Thakur Vishal Singh, 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 as elected by the Directors present in the meeting. 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.

He stated that, the company's primary focus is on the defence sector highlighting its significant and expanding market, offering considerable opportunities in defence technology and precision manufacturing and the Key areas of concentration will include Artificial Intelligence (AI), indigenisation, and counter-drone solutions.

He further apprised the members that recognizing the vast opportunities within this field, the company has leveraged the expertise of experienced professionals from the defence industry to develop and test advanced systems for the defence sector, including Anti-drone systems and related equipment. This specialized knowledge positions the company to effectively address the unique challenges and demands of the defence sector as, in line with the vision of Atmanirbhar Bharat, the company is assessing indigenization of defence-related products. He further opined that focus on self-reliance will not only support national interests but also position the company as a key player in the domestic defence manufacturing sector.

He further apprised the members that during the FY 2023-24, the Board of Directors received your approval via a postal ballot for the sale of the company's property located at Knowledge Capital, Nanakramguda and the Company plans to finalize the sale in the coming months.

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 31st March, 2024 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 Company Secretary 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 facility of CDSL & IDeAS facility of NSDL and the said e-voting had commenced on 23rd September, 2024 at 9.00 A.M. and ended on 26th September, 2024 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 31st August, 2024 convening the 24th 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

To receive, consider and adopt:

(i) The Audited Financial Statements of the Company for the year ended 31st March, 2024, the report of the Auditors thereon and the Director's Report.

(ii) The Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2024 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.

SPECIAL BUSINESS:

Item No.3: Appointment of Branch Auditor.

Item No.4: Re-appointment and fixing of Remuneration of 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 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 two working days 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., 27th September, 2024.

There being no other business for transaction the Chairman then thanked the members attending the Meeting for their co-operation and concluded the meeting at 10.35 A.M.

The Chairman authorized Mr. Thakur Vishal Singh, 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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Thakur Vishal Singh

Company Secretary & Compliance Officer