



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 Gardens Rd, Madhapur
Hyderabad, Telangana 500081
Tel: +91-40-29320407
Email: investors@megasoft.com
website : www.megasoft.com

To,

Date: August 30, 2025

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/ Madam,

Sub: Proceedings of the meeting of the Equity Shareholders of Megasoft Limited held on Saturday, August 30, 2025 at 10.00 A.M pursuant to the order of the Hon'ble National Company Law Tribunal, Chennai Bench – I.

Ref: Intimation pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

With reference to our letter dated July 29, 2025 wherein Megasoft Limited had submitted the notice convening the meeting of the Equity Shareholders of the Company to be held on Saturday, August 30, 2025 at 10.00 A.M through Video Conference (VC) / Other Audio Visual Means (OAVM), as per the directions of Hon'ble National Company Law Tribunal, Chennai Bench – I. ('Tribunal') vide its Order dated July 11, 2025 read with Order dated July 16, 2025 ("Order").

In this regard, we furnish the Summary of the proceedings of the Meeting of Equity Shareholders (Regulation 30) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (SEBI Listing Regulations) as **Annexure – A**.

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,

For **Megasoft Limited**

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Thakur Vishal Singh
Company Secretary & Compliance Officer



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Annexure – A.

Summary of proceedings of NCLT Convened Meeting of Equity Shareholders

The Meeting of the Equity Shareholders of Megasoft Limited as per the directions issued by the Hon'ble National Company Law Tribunal, Chennai Bench – I (NCLT) was held on Saturday, August 30, 2025 at 10.00 A.M through Video Conferencing (VC) / Other Audio Visual Means (OAVM) for approving the Scheme of Amalgamation between Megasoft Limited (MSL) (Transferee Company) and Sigma Advanced Systems Private Limited (SASPL) (Transferor Company) and their respective Shareholders and Creditors (“Scheme”).

Mr. Thakur Vishal Singh, Company Secretary, welcomed the Equity Shareholders to the meeting. He informed that pursuant to NCLT order and in accordance with the provisions of the Companies Act, 2013 and Listing Regulations, the Company has provided e-voting facility to the members to cast their vote through the electronic voting system administered by Central Depository Services (India) Limited (CDSL). The e-voting at the meeting was also made available for those members who have not cast their vote through remote e-voting and participated in the meeting. He then introduced Mr. Shashi Pratap Singh, Advocate who was appointed as Chairperson by the NCLT, for the meeting and also introduced Mr. Sriram Ananth V, Advocate, who was appointed as Scrutinizer for this NCLT meeting.

Mr. Thakur Vishal Singh, Company Secretary, handed over the proceedings to Mr. Shashi Pratap Singh, Advocate, the Chairperson for the meeting.

Mr. Shashi Pratap Singh, Advocate, Chairperson of the meeting informed that as per the NCLT Orders dated July 11, 2025 read with Order dated July 16, 2025, the notice of this Meeting along with the statement in terms of section 102 read with section 230 to section 232 of the Companies Act, 2013 the related rules thereunder and SEBI listing regulations and SEBI circulars, the scheme of amalgamation and other relevant document in connection with the said scheme was duly sent to the shareholders of the Company as on July 29, 2025.

Further, the Company published the newspaper advertisement on July 30, 2025 in English Daily “Business Standard (All India Edition) & Dinamani (Tamil Nadu Edition) in Vernacular regarding the Notice of Meeting of the Equity Shareholders of Megasoft Limited to be convened as per the directions provided in the Order of the Hon’ble National Company Law Tribunal, Chennai Bench – I, 30 days prior to the date of meeting.



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He further informed that the documents referred to in the notice of this meeting are open for inspection. Upon ascertaining that the requisite quorum was present, the Chairperson called the meeting to order. The Company Secretary welcomed the Equity Shareholders and recognized the presence of Board of Directors, Management, Chairperson, Scrutinizer and other authorized representatives present at the meeting. He further, apprised the Shareholders on various aspects of the Scheme of Amalgamation namely Need for the Merger, Rationale of the Scheme, Synergies of Business to Megasoft & Sigma, Impact of Scheme on Shareholders, Cost Benefit Analysis of Scheme Share exchange ratio, Key highlights from the valuation report and fairness opinion, Legal and regulatory overview etc.

The Company Secretary informed the Equity Shareholders that in compliance with the Companies Act, 2013, the Company had engaged CDSL to provide remote e- voting facility and e-voting at the meeting to cast vote electronically, on resolution set forth in the Notice convening the meeting of Equity Shareholders and enable Equity Shareholders to participate in the meeting through VC/OAVM. The Company Secretary informed that remote e-voting commenced at 9.00 a.m. (IST) Tuesday, August 26, 2025, and closed at 5.00 p.m. (IST) on Friday, August 29, 2025, and Equity Shareholders who did not exercise their vote by remote e-voting can cast their vote at the meeting.

The following business set out in Notice convening the Meeting was put for voting:

Scheme of Amalgamation of Sigma Advanced Systems Private Limited (“Transferor Company”) with Megasoft Limited (“Transferee Company” or “Company”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”)

The Chairperson announced that the meeting shall stand concluded on the completion of e-voting at the meeting and the report of the scrutinizer along with voting results will be duly declared and disclosed by Mr. Thakur Vishal Singh, Company Secretary of the Company to Stock Exchanges and on the website of the Company on behalf of the Chairperson.

The meeting was declared as concluded at 11.00 A.M. (IST).