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

Dear Sir,

Sub: Disclosure of Voting Results under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) 2015 & Scrutinizer Report of the meeting of the Equity Shareholders of Megasoft Limited held on Saturday, August 30, 2025, pursuant to the order of the Hon'ble National Company Law Tribunal, Chennai Bench – I.

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, enclosed the following documents:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure- A.**

    i) Majority of persons representing three-fourth in value – including promoter and promoter group); and
    ii) Majority of public shareholders - excluding promoter and promoter group.

2. Report of Scrutinizer dated August 30, 2025, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) of the Companies (Management and Administration) Rules, 2014 as **Annexure- B.**

The resolution has been passed with requisite majority by the Equity Shareholders of the Company.

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

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

Thanking you,

Yours faithfully,

For **Megasoft Limited**

THAKUR VISHAL SINGH
Digitally signed by THAKUR VISHAL SINGH
Date: 2025.08.30 17:54:41 +05'30'

.....

Thakur Vishal Singh
Company Secretary & Compliance Officer

Annexure-A

Details as per Regulation 44(3) of SEBI(LODR) Regulations,2015	
Name of the Company	**MEGASOFT LIMITED**
Date of NCLT Convened Meeting	**August 30, 2025**
Total No. of Shareholders as on cut-off date i.e., August 23, 2025	**32,266**
No. of Shareholders present in meeting in person	**0**
Proxies received for Individual shareholders	**Not Applicable**
No. of Non-Individual Shareholders who's Authorized Representatives attended the Meeting through Video Conferencing	**1**
No. of Individual Shareholders who attended the meeting through Video Conferencing	**63**
Mode of E-voting	**Remote e-voting and e-voting at the Meeting**

Majority of persons representing three-fourth in value – including promoter and promoter group

NAME OF THE COMPANY: MSL-MEGASOFT LTD

1.Special Resolution: Approving the Scheme of Amalgamation by way of Merger by M/s. Sigma Advanced Systems Private Limited and M/s. Megasoft Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	**MODE OF VOTING**	**NO OF SHARES HELD**	**NO OF VOTES POLLED**	**% OF SHARES POLLED ON OUTSTANDING SHARES**	**NO OF VOTES IN FAVOUR**	**NO OF VOTES AGAINST**	**% OF VOTES IN FAVOUR ON VOTES**	**% OF VOTES AGAINST ON VOTE POLLED**
		(1)	**(2)**	**(3)=(2/1)*100**	**(4)**	**(5)**	**(6)=(4/2)*100**	**(7)=(5/2)*100**
PROMOTER AND PROMOTER~GROUP	E-VOTING	25873115	25873115	100	25873115	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**25873115**	**25873115**	100	**25873115**	**0**	100	0
PUBLIC-INSTITUTIONS	E-VOTING	112518	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**112518**	**0**	0	**0**	**0**	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	47784408	7323005	15.33	6998240	324765	95.64	4.36
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		122465	0	122465	0	100	0
	SUB TOTAL	**47784408**	**7445470**	15.58	**7120705**	**324765**	95.64	4.36
GRAND TOTAL		**73770041**	**33318585**	45.17	**32993820**	**324765**	99.03	0.97

THAKUR VISHAL SINGH

Digitally signed by THAKUR VISHAL SINGH
Date: 2025.08.30 17:55:07 +05'30'

Majority of public shareholders - excluding promoter and promoter group

NAME OF THE COMPANY: MSL-MEGASOFT LTD

1.Special Resolution:Approving the Scheme of Amalgamation by way of Merger by M/s. Sigma Advanced Systems Private Limited and M/s. Megasoft Limited and their respective shareholders and creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	**MODE OF VOTING**	**NO OF SHARES HELD**	**NO OF VOTES POLLED**	**% OF SHARES POLLED ON OUTSTANDING SHARES**	**NO OF VOTES IN FAVOUR**	**NO OF VOTES AGAINST**	**% OF VOTES IN FAVOUR ON VOTES POLLED**	**% OF VOTES AGAINST ON VOTE POLLED**
		(1)	**(2)**	**(3)=(2/1)*100**	**(4)**	**(5)**	**(6)=(4/2)*100**	**(7)=(5/2)*100**
PROMOTER AND PROMOTER-GROUP	E-VOTING	25873115	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**25873115**	**0**	0	**0**	**0**	0	0
PUBLIC-INSTITUTIONS	E-VOTING	112518	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**112518**	**0**	0	**0**	**0**	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	47784408	7323005	15.33	6998240	324765	95.64	4.36
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		122465	0.26	122465	0	0	0
	SUB TOTAL	**47784408**	**7445470**	15.58	**7120705**	**324765**	95.64	4.36
GRAND TOTAL		**73770041**	**7445470**	10.09	**7120705**	**324765**	95.64	4.36

THAKUR VISHAL SINGH

Digitally signed by THAKUR VISHAL SINGH
Date: 2025.08.30 17:55:25 +05'30'

V.Sriram Ananth B.A.B.L.(Hons)
Advocate,
Madras High Court

Office and Correspondence Address at :
"Old No.4, New No.13, Block B, Malar Flats,
Babu Rajendra Prasad First Street,
West Mambalam, Chennai - 600 033

SCRUTINIZER'S REPORT

[In the matter of M/s. Megasoft Limited]

[Voting through remote e-voting/ e-voting during the meeting, CDSL]

[Pursuant to the section 108 read with Companies (Management and Administration) Rules, 2014 & Section 230-232 of the Companies Act, 2013 read with relevant rules and order passed by the Hon'ble National Company Law Tribunal, Chennai Bench – I on 11.07.2025 and 16.07.2025]

In the matter of M/s. Sigma Advance Systems Private Limited and M/s. Megasoft Limited

30.08.2025

To

Mr. Shashi Pratap Singh,
The Chairperson appointed for the National Company Law Tribunal, Chennai Bench – I vide an Order dated 11.07.2025 and 16.07.2025 in CA(CAA)/47/CHE/2025.

Dear Sir,

Sub: Scrutinizer's report on voting for National Company Law Tribunal, Chennai Bench ("Hon'ble NCLT") convened meeting of Equity Shareholders of Transferee Company on 30.08.2025 at 10:00 A.M.

I, Mr. Sriram Ananth. V, Advocate, appointed as Scrutinizer via Order dated 11.07.2025, by the NCLT, Chennai Bench – I for the purpose of scrutinising the e-voting taken on below mentioned resolution, at the meeting of Equity Shareholders of M/s. Megasoft Limited **("Transferee Company")** held on 30.08.2025 at 10:00 A.M. **("Meeting")**, submit report as under.

V.Sriram Ananth B.A.B.L.(Hons)
Advocate,
Madras High Court

Office and Correspondence Address at :
"Old No.4, New No.13, Block B, Malar Flats,
Babu Rajendra Prasad First Street,
West Mambalam, Chennai - 600 033

1. As per the Order dated 11.07.2025 and 16.07.2025 passed by the Hon'ble NCLT, Chennai Bench in CA(CAA)/47/CHE/2025, the meeting was convened on 30.08.2025 through Audio-Visual mode (OAVM) and e-voting facility.

2. The Company has ensured compliance with respect to the provisions of the Companies Act, 2013 and other relevant sub-ordinate legislation relating to remote e-voting through CDSL by the Equity Shareholders of the Company on the resolution contained in the notices. Further as a Scrutinizer, I have ensured that the e-voting process of the meeting is conducted in a fair and transparent manner and based on the auto generated Final Voting Report downloaded from my login in the e-voting website, I have prepared the report containing the total votes cast 'In favour' and "against" on the said resolution.

3. In compliance with the above referred Orders dated 11.07.2025 and 16.07.2025 passed by the Hon'ble NCLT, the Company has completed service and dispatch of notices along with the explanatory statement under Section 230 - 232 and Section 102 of the Companies Amalgamations) Rule, 2016 setting out the facts and other relevant annexures including the Explanatory Statement etc to the Equity Shareholders of the Company through their registered email addresses and physical copies of the notice of the meeting to those whose email id's are not available with the Company and has also published the meeting advertisement in the website of the Company www.megasoft.com and website of the stock exchanges BSE Limited and National Stock Exchange of India Limited as well as in Business Standard (All India Edition) & Dinamani (Tamil Nadu Edition) on 30.07.2025. Such notices were also issued and dispatched to the relevant statutory and regulatory authorities, which I have verified.

V.Sriram Ananth B.A.B.L.(Hons)
Advocate,
Madras High Court

Office and Correspondence Address at :
"Old No.4, New No.13, Block B, Malar Flats,
Babu Rajendra Prasad First Street,
West Mambalam, Chennai - 600 033

4. The equity shareholders of the Transferee Company as on the cut-off date of 23.08.2025 were entitled to vote on the resolution through remote e-voting (for which facility was available from 26.08.2025 at 09:00 AM to 29.08.2025 at 5:00PM IST) and e-voting during the Meeting.

5. The Equity Shareholders Meeting was convened on Saturday 30.08.2025 at 10:00 AM by the directions of the Hon'ble NCLT.

6. The Company has also provided e-voting facility for those Equity Shareholders who had not cast their vote on the resolution earlier by availing the remote e-voting facility prior to the meeting. The said e-voting module was kept open for voting for a period of 30 minutes after the conclusion of the Meeting. Thereafter, the voting was unblocked by me on the CDSL e-voting website at around and approximately at 11:30 AM.

7. During the course of the said meeting the Chairman after reading out the resolution, directed the management to explain the rationale, salient features and objective of the scheme. The same was explained by the management and thereafter, the Chairman directed commencement of e-voting. After the conclusion of the e-voting, the final report was downloaded from my login.

8. There were no proxies since the meeting is conducted through e-voting / remote e-voting, since the same is inapplicable for conduct of such meetings through OAVM means.

V.Sriram Ananth B.A.B.L.(Hons)
Advocate,
Madras High Court

Office and Correspondence Address at :
"Old No.4, New No.13, Block B, Malar Flats,
Babu Rajendra Prasad First Street,
West Mambalam, Chennai - 600 033

9. The counting on the e-voting facility was subsequently opened in my presence.

The Result of the E-voting is as under:

RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 230 to Section 232 of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force], and other applicable provisions of the Act and the provisions of the Memorandum and Articles of Association of the Company and subject to the consent, approval or permissions of the Hon'ble National Company Law Tribunal, Chennai Bench - I (Hon'ble NCLT), Regional Director, Registrar of Companies or such other competent authority as may be applicable, and subject to such conditions and modifications as may be prescribed or imposed by Hon'ble NCLT or any other regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (herein after referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation and Arrangement as enclosed with the Notice of the Hon'ble NCLT convened meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by Hon'ble NCLT or such other authorities while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.

Sriramth V

V.Sriram Ananth B.A.B.L.(Hons)
Advocate,
Madras High Court

Office and Correspondence Address at :
"Old No.4, New No.13, Block B, Malar Flats,
Babu Rajendra Prasad First Street,
West Mambalam, Chennai - 600 033

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and/or Officer(s) of the Company, to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company.

VOTING OF EQUITY SHAREHOLDERS OF TRANSFEREE COMPANY

10. Total number of Equity Shareholders present and voting:157 Equity Shareholders of the Transferee Company.

11. The result of remote e-voting prior to the Meeting and e-voting during the Meeting of the equity shareholders provided by CDSL, on the resolution is as follows:

Total number of Equity Shareholders voted ***in favour*** (including promoter group) of the Resolution:

Mode of voting	**Number of Equity Shareholders who voted** ***(In favour)***	**% of the total number of Equity Shareholders who voted** ***(In favour)***	**Number of valid votes cast by them (Number of shares)** ***(In favour)***	**% total number of valid votes cast** ***(In favour)***
Remote e-voting	142	90.45%	3,28,71,355	98.66%
E-voting at the meeting	7	4.46%	1,22,465	0.37%
Total	**149**	**94.91%**	**3,29,93,820**	**99.03%**

V.Sriram Ananth B.A.B.L.(Hons)
Advocate,
Madras High Court

Office and Correspondence Address at :
"Old No.4, New No.13, Block B, Malar Flats,
Babu Rajendra Prasad First Street,
West Mambalam, Chennai - 600 033

Total number of Equity Shareholders voted ***against*** (including promoter group) Resolution:

Mode of voting	**Number of Equity Shareholders who voted *(Against)***	**% of the total number of Equity Shareholders who voted *(Against)***	**Number of valid votes cast by them (Number of shares) *(Against)***	**% total number of valid votes cast *(Against)***
Remote e-voting	8	5.09%	3,24,765	0.97%
E-voting at the meeting	0	0	0	0
Total	**8**	**5.09%**	**3,24,765**	**0.97%**

12. Invalid Votes:

Mode of voting	**Number of members voted**	**Number of votes declared invalid**
Remote e-voting	0	0
E-voting at the meting	0	0
Total	**0**	**0**

13. As mentioned in the Notice to the equity shareholders, in accordance with the provisions of Section 230-232 of the Act, the Scheme shall be considered approved by the equity shareholders only if the

V.Sriram Ananth B.A.B.L.(Hons)
Advocate,
Madras High Court

Office and Correspondence Address at :
"Old No.4, New No.13, Block B, Malar Flats,
Babu Rajendra Prasad First Street,
West Mambalam, Chennai - 600 033

aforesaid resolution has been approved by majority of persons representing three-fourth in value of the equity shareholders through remote e-voting prior to the Meeting and e-voting during the Meeting.

14. Votes in favour of the resolution for the meeting of the Equity Shareholders ***excluding*** the Promoter / Promoter Group as per Securities and Exchange Board of India Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2C)23/93 dated 20/06/2023 regarding Approval of Shareholders to Scheme through e-voting.

Total number of Equity Shareholders voted ***in favour*** of the Resolution (Public Holding):

Mode of voting	**Number of Equity Shareholders who voted *(In favour)***	**% of the total number of Equity Shareholders who voted *(In favour)***	**Number of valid votes cast by them (Number of shares) *(In favour)***	**% total number of valid votes cast *(In favour)***
Remote e-voting	141	90.38%	69,98,240	93.99%
E-voting at the meeting	7	4.49%	1,22,465	1.64%
Total	**148**	**94.87%**	**71,20,705**	**95.63%**

V.Sriram Ananth B.A.B.L.(Hons)
Advocate,
Madras High Court

Office and Correspondence Address at :
"Old No.4, New No.13, Block B, Malar Flats,
Babu Rajendra Prasad First Street,
West Mambalam, Chennai - 600 033

Total number of Equity Shareholders voted ***against*** of the Resolution (Public Holding):

Mode of voting	**Number of Equity Shareholders who voted *(Against)***	**% of the total number of Equity Shareholders who voted *(Against)***	**Number of valid votes cast by them (Number of shares) *(Against)***	**% total number of valid votes cast *(Against)***
Remote e-voting	8	5.13%	3,24,765	4.37%
E-voting at the meeting	0	0	0	0
Total	**8**	**5.13%**	**3,24,765**	**4.37%**

Invalid votes (Public Holding)

Mode of voting	**Number of members voted**	**Number of votes declared invalid**
Remote e-voting	0	0
E-voting at the meting	0	0
Total	**0**	**0**

15. In addition to the above requirements under Section 230-232 of the Act, as per Rule 10(b) of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, the Scheme shall be acted only if the number of votes cast by the Public

Sriranth.V

V.Sriram Ananth B.A.B.L.(Hons)
Advocate,
Madras High Court

Office and Correspondence Address at :
"Old No.4, New No.13, Block B, Malar Flats,
Babu Rajendra Prasad First Street,
West Mambalam, Chennai - 600 033

Shareholders in favour of the resolution are more than the number of votes cast by the Public Shareholders against it.

16. Based on the aforesaid results, I report that the proposed Resolution approving the Scheme as stated in the Notice of the meeting, has been duly passed with the requisite majority of equity shareholders on 30.08.2025. Accordingly, the Scheme stands approved by the requisite majority of Equity shareholders.

17. The electronic data pertaining to remote e-voting and e-voting conducted during the meeting are being handed over to Mr. Vishal Thakur, Company Secretary of the Company, authorised by the Board of Directors for safe keeping.

Thanking You,

SRIRAM ANANTH .V, B.A B.L (HONS),
Advocate - High Court Madras
Block B "Malar Flats"
No.13/4, Babu Rajendra Prasad, 1st Street,
West Mambalam, Chennai - 600 033.
Cell: (0) 8056279887

Signature of the Scrutiniser

Name: V. Sriram Ananth, Advocate (Ph: 80562 79887)

Place: Hyderabad

Date: 30.08.2025