



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

Date: August 31, 2024

To,

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/ Madam,

Sub: Outcome of the Board Meeting held on August 31, 2024.

We wish to inform you that, the Board of Directors of the Company at their meeting held on August 31, 2024 from 12:30 p.m. till 12:50 p.m. (IST), inter-alia:

1. Approved the Notice of the 24th Annual General Meeting (“AGM”) of the Company for the Financial Year ended on 31st March, 2024;
2. Fixed the date, time and venue of the 24th Annual General Meeting i.e., on Friday, the 27th September, 2024, at 10:00 a.m. (IST), to be held through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”);
3. Fixed the cut-off date for the purpose of e-voting (both remote e-voting as well as e-voting during the 24th AGM) for the said AGM on Friday, the 20th September, 2024 (end of day);
4. Fixed that the remote e-voting period for the 24th AGM shall commence on Monday, the 23rd September, 2024 [9:00 a.m. (IST) onwards] and shall end on Thursday, the 26th September, 2024 [till 5:00 p.m. (IST)]. During this period or at the AGM, the Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date may cast their votes electronically. The details such as manner of registering/ updating e-mail addresses and casting of vote through e-voting has been set out in the Notice of the 24th AGM;
5. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, fixed that the Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, the 21st September, 2024 to Friday, the 27th September, 2024 (both days inclusive) for the purpose of AGM;



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6. Considered and approved the re-appointment and fixing of Remuneration of Mr. Sunil Kumar Kalidindi, (DIN: 02344343) as Executive Director & CEO of the Company for a period of three (3) years, commencing from December 10, 2024 to December 9, 2027 subject to the approval of the members in the ensuing 24th AGM of the Company.
7. Considered, approved and accepted the resignation of Ms. Srivalli Susarla (bearing membership no. FCS: 9122) as Company Secretary & Compliance Officer w.e.f. 31st August, 2024.
8. Considered and approved the appointment of Mr. Thakur Vishal Singh as Company Secretary & Compliance Officer (An Associate Member of the Institute of Company Secretaries of India bearing membership no. A41956) of the Company w.e.f. the 1st September, 2024 in terms of Section 203 of the Companies Act, 2013 and Regulation 6(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations. 2015.

Further, as per the requirement of the Circular No. List/Comp/14/2018-19 dated 20th June, 2018, issued by BSE on the subject of enforcement of SEBI Orders regarding appointment of Directors by listed companies, we hereby affirm that the Executive Director & CEO being re-appointed is not debarred from holding the office of directors by virtue of any order of SEBI or any other such authority.

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Schedule III of the said Regulations, SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 and Circular No. SEBI/HO/CFD/CFDPoD1/P/CIR/2023/123 dated 11th and 13th July, 2023, respectively, are given in the enclosed '**Annexure-A**'.



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ANNEXURE – A

Details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Schedule III of the said Regulations, SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 and Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 11th and 13th July, 2023, respectively pertaining to appointment/reappointment of Directors/Senior Management:

i) **Re-appointment of Mr. Sunil Kumar Kalidindi, (DIN: 02344343) as Executive Director & CEO of the Company for a period of three (3) years, commencing from December 10, 2024 to December 9, 2027:**

S No.	Particulars	Details
1.	Reason for change:	Re-appointment
2.	Date of re-appointment & terms:	<p>Date of Re-appointment: Re-appointed for a period of three (3) years, commencing from December 10, 2024 to December 9, 2027, subject to approval of members in ensuing 24th AGM.</p> <p>Terms: Pursuant to the provisions of Sections 149, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], and Regulation 17(1), other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company, Mr. Sunil Kumar Kalidindi, Executive Director & CEO of the Company (DIN: 02344343) and based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the members in the ensuing Annual General Meeting, Mr. Sunil Kumar Kalidindi, Executive Director & CEO of the Company (DIN: 02344343) is re-appointed for a period of three (3) years, commencing from December 10, 2024 to December 9, 2027 without any change in the remuneration i.e., Rs 75.00 lakhs per annum as approved earlier in the 22nd Annual General Meeting of the Company held on 23rd September, 2022.</p>



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3.	Brief profile:	<p>Mr. Sunil Kumar Kalidindi has done Bachelor of Engineering from PSG College of Engineering, Coimbatore and obtained a Masters degree in management from University of Leicester (UK) and a Masters degree in Finance from London Business school.</p> <p>He has worked with M/s Fitchner India Limited, Chennai before joining the KVK group. As a CEO, he contributed to the group companies in developing, managing and operating power plants. He has led the Group in corporate finance and fundraising. He has specialized in the areas of Commercial, business development and day to day operations of the Companies.</p> <p>He has also pioneered a software venture for smart metering with government Utilities. He has built an e-commerce platform for coal trading which has some large corporations as its clients. He has led an acquisition of a web based power trading platform recently which acts like a power exchange for generators and consumers.</p>
4.	Disclosure of relationships between directors:	Mr. Sunil Kumar Kalidindi is not related to any director of the Company.

ii) Considered, approved and accepted the resignation of Ms. Srivalli Susarla (bearing membership no. FCS: 9122) as Company Secretary & Compliance Officer:

S No.	Particulars	Details
1.	Reason for change (appointment/ resignation):	Resignation as Company Secretary & Compliance Officer
2.	Date of appointment/ resignation:	31 st August, 2024 (after close of business hours)
3.	Brief profile:	Not Applicable



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iii) Considered and approved appointment of Mr. Thakur Vishal Singh as Company Secretary & Compliance Officer (An Associate Member of the Institute of Company Secretaries of India bearing membership no, A41956) of the Company w.e.f. the 1st September, 2024 in terms of Section 203 of the Companies Act, 2013 and Regulation 6(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations. 2015.

S No.	Particulars	Details
4.	Reason for change (appointment/ resignation):	Appointment as Company Secretary & Compliance Officer
5.	Date of appointment/ resignation:	1 st September, 2024
6.	Brief profile:	Mr. Thakur Vishal Singh is an Associate Member of the Institute of Company Secretaries of India bearing membership no. A41956 and also holds a degree in Bachelor of Commerce, from Badruka College of Commerce and he is also a Qualified Law Graduate. He has 9+ years of Post Qualification working experience with various Public and Listed Companies. Mr. Singh has handled various assignments such as Fund raising through Rights Issue/ QIP/ processing of DRHP with SEBI etc.

This is for your information and records.

Thanking You,

For Megasoft Limited

.....
Shridhar Thathachary
Chief Financial Officer

To,
The Board of Directors
Megasoft Limited
8th Floor, Unit No. 801b, Jain Sadguru Image's Capital Park,
Plot No. 1, 28 & 29, 98/4/1 To 13, Image Gardens Rd,
Madhapur, Hyderabad, Telangana - 500081, India.

Date: 1st August, 2024

Sub: Resignation from the Post of Company Secretary & Compliance Officer

Respected Sir(s)/Madam,

With reference to the above cited subject, I hereby tender my resignation from the Office of Company Secretary & Compliance Officer of Megasoft Limited due to personal reasons. I request the Board to accept the same and relieve me at the earliest possible.

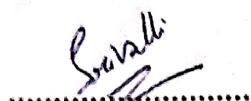
I will complete the required transition satisfactorily.

Please arrange to submit necessary forms with Registrar of Companies / Stock Exchanges and to inform any other concerned authorities in relation to my resignation.

I thank the Board of Directors for giving me the opportunity and assistance to discharge my duties during my tenure as Company Secretary & Compliance Officer of the Company.

I wish the Company continued success and growth in all its future endeavours.

Thanking You
Yours faithfully,


.....
Srivalli Susarla
Company Secretary
FCS: 9122