

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L72200TN1999PLC042730

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCM8933A

(ii) (a) Name of the company

MEGASOFT LIMITED

(b) Registered office address

N0.85,KUTCHERY ROAD,
MYLAPORE,
CHENNAI
Tamil Nadu
600004

(c) *e-mail ID of the company

investors@megasoft.com

(d) *Telephone number with STD code

04424616768

(e) Website

www.megasoft.com

(iii) Date of Incorporation

29/06/1999

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67120TN1998PLC041613

Pre-fill

Name of the Registrar and Transfer Agent

CAMEO CORPORATE SERVICES LIMITED

Registered office address of the Registrar and Transfer Agents

"SUBRAMANIAN BUILDING"
No.1 CLUB HOUSE ROAD

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MEGASOFT CONSULTANTS SD		Subsidiary	100
2	XIUS HOLDING CORP		Subsidiary	100

3	XIUS CORP		Subsidiary	100
4	XIUS S DE RL DE CV		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	75,000,000	44,267,293	44,267,293	44,267,293
Total amount of equity shares (in Rupees)	750,000,000	442,672,930	442,672,930	442,672,930

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	75,000,000	44,267,293	44,267,293	44,267,293
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	750,000,000	442,672,930	442,672,930	442,672,930

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	2,257,822	42,009,471	44267293	442,672,930	442,672,930	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	2,257,822	42,009,471	44267293	442,672,930	442,672,930	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)

Type of transfer

1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/
Units Transferred

Amount per Share/
Debenture/Unit (in Rs.)

Ledger Folio of Transferor

Transferor's Name

Surname

middle name

first name

Ledger Folio of Transferee

Transferee's Name

Surname

middle name

first name

Date of registration of transfer (Date Month Year)

Type of transfer

1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/
Units Transferred

Amount per Share/
Debenture/Unit (in Rs.)

Ledger Folio of Transferor

Transferor's Name

Surname

middle name

first name

Ledger Folio of Transferee

Transferee's Name

Surname

middle name

first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

16,466,075

(ii) Net worth of the Company

1,215,445,930

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (promoters)

0

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	32,246,576	72.85	0	
	(ii) Non-resident Indian (NRI)	1,543,792	3.49	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	30,478	0.07	0	

4.	Banks	212	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	3,762,375	8.5	0	
9.	Body corporate (not mentioned above)	6,454,986	14.58	0	
10.	Others Clearing Members, Trusts	228,874	0.52	0	
	Total	44,267,293	100.01	0	0

Total number of shareholders (other than promoters)

23,103

**Total number of shareholders (Promoters+Public/
Other than promoters)**

23,103

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	0
Members (other than promoters)	23,481	23,103
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	3	1	5	5.03	0.22
(i) Non-Independent	1	0	1	2	5.03	0
(ii) Independent	0	3	0	3	0	0.22
C. Nominee Directors representing	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	3	1	5	5.03	0.22

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KUMAR VENKATARAM	00059107	Managing Director	2,226,911	
ANIL KUMAR SOOD	00086577	Director	0	
SHRIDHAR THATHACI	ABMPT4142R	CFO	0	
ANISH MATHEW	02545538	Director	97,570	
SIVALENKA KALYAN V	06404449	Additional director	0	
LEONA AMBUJA	07138817	Director	0	
UPENDAR MEKALA RE	08898174	Additional director	0	
SRIVALLI SUSARLA	BAOPS8962A	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SIVALENKA KALYAN V	06404449	Additional director	29/09/2020	Appointment
UPENDAR MEKALA RE	08898174	Additional director	29/09/2020	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	22/09/2020	23,484	40	20.31

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/04/2020	4	4	100
2	30/07/2020	4	4	100
3	12/09/2020	4	4	100
4	30/10/2020	6	5	83.33
5	12/02/2021	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

8

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT / RISK	30/07/2020	3	3	100
2	AUDIT / RISK	12/09/2020	3	3	100
3	AUDIT / RISK	30/10/2020	3	3	100
4	AUDIT / RISK	12/02/2021	4	4	100
5	NOMINATION	30/07/2020	3	3	100
6	NOMINATION	30/10/2020	3	3	100
7	STAKEHOLDER	30/07/2020	3	3	100
8	STAKEHOLDER	30/10/2020	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 28/06/2021 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
		5	5	100	2	2	100	Yes
1	KUMAR VENKATA	5	5	100	8	8	100	Yes
2	ANIL KUMAR	5	5	100	6	6	100	Yes
3	ANISH MATHEW	5	5	100	0	0	0	Yes
4	SIVALENKA K	2	1	50	8	8	100	Yes
5	LEONA AMBUJA	5	5	100	1	1	100	Yes
6	UPENDAR MEHTA	2	2	100				Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KUMAR VENKATA	Managing Director	3,898,000	0	0	0	3,898,000
	Total		3,898,000	0	0	0	3,898,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHRIDHAR THATHA	CFO(KMP)	3,823,000	0	0	0	3,823,000
2	SRIVALLI SUSARLA	Company Secretary	314,000	0	0	0	314,000
	Total		4,137,000	0	0	0	4,137,000

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANIL KUMAR SOOJI	Director	0	0	0	180,000	180,000
2	ANISH MATHEW	Director	0	0	0	180,000	180,000
3	LEONA AMBUJA	Director	0	0	0	180,000	180,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	SIVALENKA KALYAN	Additional Director	0	0	0	15,000	15,000
5	UPENDAR MEKAL	Additional Director	0	0	0	45,000	45,000
	Total		0	0	0	600,000	600,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

M.Damodaran

Whether associate or fellow

Associate Fellow

Certificate of practice number

5081

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 27 dated 05/05/2021

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Gandarvakottai Damodaran
Venkataraman Venkataraman Kumar
Kumar
17/26/06 +05:30

DIN of the director

00059107

To be digitally signed by

M Damodaran
Damodaran
17/26/06 +05:30

 Company Secretary

 Company secretary in practice

Membership number

5837

Certificate of practice number

5081

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT-8.pdf
UDIN.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

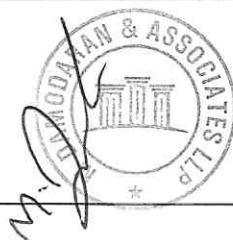
Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

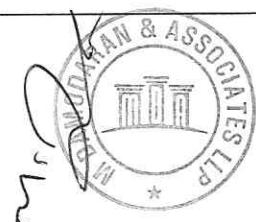
I, M Damodaran, Managing Partner of M Damodaran & Associates LLP, have examined the registers, records, books and papers of **M/s. MEGASOFT LIMITED (CIN - L72200TN1999PLC042730)** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the Financial Year ended on **31st March, 2021**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

S No	Particulars
A	The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
B	During the aforesaid financial year:
(1)	The Company has complied with provisions of the Act & Rules made there under in respect of its status under the Act.
(2)	The Company has maintained the registers/records and made entries therein within the time prescribed thereof.

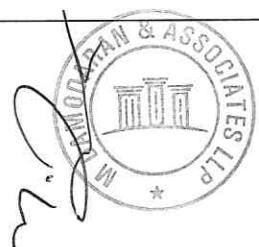




(3)	The Company has filed the forms and returns as stated in the Annual Return with the Registrar of Companies or authorities within the prescribed time.
(4)	The Company has called/convened/held the meetings of Board of Directors and its Committees and the meetings of the members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minutes Book/registers maintained for the purpose and the same have been signed. No resolution has been passed through postal ballot in the aforesaid financial year.
(5)	The Company has closed its Register of Members.
(6)	The Company has not made loans/advances to its directors and/or persons or firms or Companies referred in Section 185 of the Act during the period.
(7)	The Company has entered into transactions with related parties on an arm's length basis and in the ordinary course of business. Hence the provision of Section 188 of the Act does not apply.
(8)	<ul style="list-style-type: none">i. The Company has not issued any securities.ii. The Company has not allotted any securities.iii. During the year transfer of shares had taken place in accordance with the provisions of the Act and Rules made there under. However, the same did not require issue/ endorsement of share certificates since the shares transferred were in Demat mode.iv. The Company has not transmitted any securities.v. The Company has not made buy back of securities.vi. The Company has not issued any redeemable preference shares or debentures. Hence the question of redemption does not arise.vii. The Company has not made alteration of share capital.viii. The Company has not made reduction of share capital.ix. The Company has not made conversion of shares/securities.



(9)	The Company has not kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
(10)	i. The Company has neither declared nor paid dividend. ii. There were no instances to transfer the unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act.
(11)	The audited financial statements of the Company were signed as per the provisions of Section 134 of the Act and report of directors is as per sub-Sections (3), (4) and (5) thereof.
(12)	The Board of Directors of the Company is constituted and i. There was appointment of directors. ii. There was re-appointment of director. iii. There was retirement of director. iv. There were no casual vacancies of director due to death/ Resignation. v. There were disclosures received from the Directors. vi. There were Key Managerial Personnel and the remuneration was paid to them.
(13)	i. M/s. N.C. RAJAGOPAL & CO, Chartered Accountants (ICAI Firm Registration No. 003398S), Chennai was appointed as Statutory Auditors of the Company vide Annual General Meeting dated 28 th July, 2017 for a period of 5 years and continued as Auditors as per the provisions of Section 139 of the Act. ii. There was no instance of filling up of casual vacancy of auditor as per the provisions of Section 139 of the Act.
(14)	There were no instances to obtain approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
(15)	The Company has neither accepted nor renewed the deposits.





(16)	The Company has not made borrowings from its directors, members, public financial institutions, banks and others during the period and there was no instance to filing of e-forms in respect of creation/ modification/satisfaction of charges.
(17)	<ul style="list-style-type: none">i. The Company has not made loans to other bodies corporate or persons falling under the provisions of Section 186 of the Act.ii. The Company has not made investments in other bodies corporate falling under the provisions of Section 186 of the Act.iii. The Company has neither given guarantees nor provided securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act.
(18)	<ul style="list-style-type: none">i. The Company has not made alteration of the provisions of the Memorandum of Association of the Company.ii. The Company has not made alteration of the provisions of Articles of Association of the Company.

For **M Damodaran & Associates LLP**

Place: Chennai
Date: 23/07/2021

M. DAMODARAN
Managing Partner
COP No.: 5081
FCS No.: 5837
ICSI UDIN: F005837C000676474

