

Form No. MGT-7



Form language

English Hindi

Annual Return (other than OPCs and Small Companies)

[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]

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L24100TN1999PLC042730

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	MEGASOFT LIMITED	MEGASOFT LIMITED
Registered office address	N0.85,KUTCHERY ROAD, MYLAPORE,,NA,CHENNAI,Tamil Nadu,India,600004	N0.85,KUTCHERY ROAD, MYLAPORE,,NA,CHENNAI,Tamil Nadu,India,600004
Latitude details	13.0345451	13.0345451
Longitude details	80.2696804	80.2696804

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

RO- Chennai_PhotoGraph.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****3A

(c) *e-mail ID of the company

*****tors@megasoft.com

(d) *Telephone number with STD code

04*****68

(e) Website

www.megasoft.com

iv *Date of Incorporation (DD/MM/YYYY)

29/06/1999

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67120TN1998PLC041613	CAMEO CORPORATE SERVICES LIMITED	SUBRAMANIANBUILDINGNo.1 CLUBHOUSEROAD, CHENNAI, Tamil Nadu, India, 600002	

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

27/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

3

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	62	Computer programming, consultancy and related activities	0
2	C	Manufacturing	27	Manufacture of electrical equipment	0
3	C	Manufacturing	26	Manufacture of computer, electronic and optical products	0

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

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

2

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U72900TG2022PTC160522		VELAPAN SYSTEMS PRIVATE LIMITED	Subsidiary	100
2		CHE-280.317.373	Extrovis AG,	Associate	36.52

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	200000000.00	73770041.00	73770041.00	73770041.00
Total amount of equity shares (in rupees)	2000000000.00	737700410.00	737700410.00	737700410.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
1				
Number of equity shares	200000000	73770041	73770041	73770041
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2000000000.00	737700410.00	737700410	737700410

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	1505288	72264753	73770041.00	737700410	737700410	
Increase during the year	0.00	16500.00	16500.00	165000.00	165000.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify						
Dematerialisation of Physical Shares	0	16500	16500.00	165000	165000	
Decrease during the year	16500.00	0.00	16500.00	165000.00	165000.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iv Others, specify <input type="text" value="Dematerialisation of Physical Shares"/>	16500	0	16500.00	165000	165000	
At the end of the year	1488788.00	72281253.00	73770041.00	737700410.00	737700410.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

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

Class of shares		<input type="text"/>
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

Number of transfers

Attachments:

1. Details of shares/Debentures Transfers

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

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible 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
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)

Total			

Classes of partly convertible 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
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible 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
Total				

(d) Summary of Indebtedness

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

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

0

ii * Net worth of the Company

1843438282.44

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	25873115	35.07	0	0.00
10	Others <input type="text"/>	0	0.00	0	0.00
	Total	25873115.00	35.07	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	39714104	53.84	0	0.00
	(ii) Non-resident Indian (NRI)	3313837	4.49	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00

4	Banks	12	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	2827097	3.83	0	0.00
10	Others	2041876	2.77	0	0.00
	HUF, Trut, Cl mem, llp				
	Total	47896926.00	64.93	0.00	0

Total number of shareholders (other than promoters)

35509

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

35510.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	6091
2	Individual - Male	14198
3	Individual - Transgender	0
4	Other than individuals	15221
	Total	35510.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	33635	35509
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	5	1	5	0.00	0.40
i Non-Independent	1	2	1	2	0	0.4
ii Independent	0	3	0	3	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and 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	5	1	5	0.00	0.40

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

9

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
SUNILKUMAR KALIDINDI	02344343	Whole-time director	0	
SUNILKUMAR KALIDINDI	AQOPK7663H	CEO	0	
KALYAN VIJAY SIVALENKA	06404449	Director	0	
UMA GARIMELLA	02847624	Director	0	
LEONA AMBUJA	07138817	Director	0	
SURYANARAYANA RAJU NANDYALA	01581731	Director	0	
THAKUR VISHAL SINGH	EYEPS6619P	Company Secretary	0	
SHRIDHAR THATHACHARY	ABMPT4142R	CFO	0	
KRISHNA YEACHURI	00066898	Director	0	

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

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
UMA GARIMELLA	02847624	Director	20/12/2024	Appointment
ANISH MATHEW	02545538	Director	25/12/2024	Cessation
KRISHNA YEACHURI	00066898	Director	31/03/2025	Cessation
SRIVALLI SUSARLA	BAOPS8962A	Company Secretary	31/08/2024	Cessation
THAKUR VISHAL SINGH	EYEPS6619P	Company Secretary	01/09/2024	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 (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/09/2024	37357	57	39.41

B BOARD MEETINGS

*Number of meetings held

8

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/04/2024	6	6	100
2	15/05/2024	6	5	83.33
3	14/06/2024	6	5	83.33
4	10/08/2024	6	5	83.33
5	31/08/2024	6	6	100
6	18/10/2024	6	5	83.33
7	11/11/2024	6	5	83.33
8	14/02/2025	6	6	100

C COMMITTEE MEETINGS

Number of meetings held

10

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	15/05/2024	4	3	75
2	Audit Committee	10/08/2024	4	3	75

3	Audit Committee	18/10/2024	4	3	75
4	Audit Committee	11/11/2024	4	3	75
5	Audit Committee	14/02/2025	4	4	100
6	Stakeholders Relationship Committee	15/05/2024	5	5	100
7	Nomination & Remuneration Committee	15/05/2024	4	3	75
8	Nomination & Remuneration Committee	31/08/2024	4	3	75
9	Independent Directors Meeting	15/05/2024	3	2	66.67
10	Independent Directors Committee Meeting for Merger	18/10/2024	3	2	66.67

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 27/09/2025 (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	
1	SUNILKUMAR KALIDINDI	8	8	100	1	1	100	Yes
2	KALYAN VIJAY SIVALENKA	8	8	100	10	10	100	Yes
3	KRISHNA YEACHURI	8	8	100	1	1	100	Not applicable
4	UMA GARIMELLA	1	1	100	1	1	100	Yes
5	LEONA AMBUJA	8	8	100	8	8	100	Yes
6	SURYANARAYANA RAJU NANDYALA	8	4	50	9	1	11	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *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	SUNIL KUMAR KALIDINDI	Whole-time director	7215972	0	0	0	7215972.00
	Total		7215972.00	0.00	0.00	0.00	7215972.00

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

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SHRIDHAR THATHACHARY	CFO	6291304	0	0	0	6291304.00
2	SRIVALLI SUSARLA	Company Secretary	322918	0	0	0	322918.00
3	Thakur Vishal Singh	Company Secretary	844494	0	0	0	844494.00
	Total		7458716.00	0.00	0.00	0.00	7458716.00

C *Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	ANISH MATHEW	Director	0	0	0	325000	325000.00
2	KALYAN VIJAY SIVALENKS	Director	0	0	0	400000	400000.00
3	LEONA AMBUJA	Director	0	0	0	375000	375000.00
4	SURYANARAYANA	Director	0	0	0	100000	100000.00
5	KRISHNA YEACHURI	Director	0	0	0	200000	200000.00
6	UMA GARIMELLA	Director	0	0	0	50000	50000.00
	Total		0.00	0.00	0.00	1450000.00	1450000.00

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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

35510

XIV Attachments

(a) List of share holders, debenture holders

MGT7-Copy of Details of
Shareholder or Debenture
holder.xlsm

(b) Optional Attachment(s), if any

SBO - Details of Designated Person.pdf
ShowUDIN UDIN.pdf
MGT 8_31.03.2025_Signed.pdf
List of Shareholders as on 31032025-1-85.pdf
List of Shareholders as on 31032025-86-170.pdf

XV 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.

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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY)

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

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 the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, 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 and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping 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 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement 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 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

14 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 acceptance/ renewal/ repayment of deposits;

16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

M DAMODARAN

Date (DD/MM/YYYY)

18/12/2025

Place

CHENNAI

Whether associate or fellow:

Associate

Fellow

Certificate of practice number

5*8*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

* (a) DIN/PAN/Membership number of Designated Person

41956

* (b) Name of the Designated Person

THAKUR VISHAL SINGH

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*
(DD/MM/YYYY) to sign this form and declare that all the requirements of 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.

***To be digitally signed by**

***Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

***DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

***To be digitally signed by**

Company Secretary Company secretary in practice

***Whether associate or fellow:**

Associate Fellow

Membership number

Certificate of practice number

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

For office use only:

eForm Service request number (SRN)

eForm filing date (DD/MM/YYYY)

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 - L24100TN1999PLC042730)** (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, 2025**. 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 within the prescribed time.



(4)	The Company has called/ convened/ held the meetings of Board of Directors and its Committees and the meeting 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 and resolution passed by postal ballot have been properly recorded in the Minutes Book/ registers maintained for the purpose and the same have been signed.
(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. These Transactions are in Compliance of Section 177 and 188 of the Act, where applicable.
(8)	<ul style="list-style-type: none"> i. The Company has not issued any equity shares. ii. The Company has not allotted any equity shares. iii. The Company has not transferred the securities in physical mode. iv. 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. v. The Company has not transmitted any securities. vi. The Company has not made buy back of securities. vii. The Company has not issued any redeemable preference shares or debentures. Hence the question of redemption does not arise. viii. The Company has not made alteration of share capital. ix. The Company has not made reduction of share capital. x. The Company has not made conversion of shares/ securities. xi. The Company has not issued the Letter of Confirmation in lieu of Physical duplicate share certificates.



(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)	<ul style="list-style-type: none">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 <ul style="list-style-type: none">i. There was an appointment of director.ii. There was a Retirement and Re-Appointment of director by rotation at the AGM held during the year.iii. There was a re-appointment of Director.iv. There was a retirement of Director.v. There was no casual vacancy of directors due to death, however there was a resignation of Director.vi. There were disclosures received from the Directors.vii. There were Key Managerial Personnel and the remuneration were paid to them.
(13)	<ul style="list-style-type: none">i. M/s. N.C. RAJAGOPAL & CO, Chartered Accountants (ICAI Firm Registration No. 003398S), Chennai was re-appointed as Statutory Auditors of the Company vide Annual General Meeting dated 23rd September, 2022 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)	<p>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.</p> <p>However, subsequent to the reporting period, the Company had filed a Scheme of Amalgamation of Sigma Advanced Systems Private Limited with Megasoft Limited ("The Company") under Sections 230 to 232 of the Act before the Hon'ble NCLT, Chennai Bench and the order is awaited as on the date of this Certificate.</p>
(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 and there was no filing of e-forms in respect of creation/ modification/satisfaction of charges.
(17)	The Company has complied with the provisions of Section 186 in respect of loans granted, investments made, guarantees given and securities provided, wherever applicable.
(18)	<p>i. The Company has not made alteration of the provisions of the Memorandum of Association of the Company.</p> <p>ii. The Company has not made alteration of the provisions of Articles of Association of the Company.</p>

For **M Damodaran & Associates LLP**

Place: Chennai
Date: December 09, 2025

M. DAMODARAN
Managing Partner
FCS No.: 5837
COP No.: 5081
P/R 3847/2023
ICSI UDIN: F005837G002295487

