

MEGASOFT LIMITED

CIN: L72200TN1999PLC042730 | Registered Office:- No. 85, Kutchery Road, Mylapore, Chennai – 600004, Tamil Nadu, India.

Corporate Office: My Home Hub, 1st Floor, Block-3, Madhapur, Hyderabad – 500 081, Telangana, India.

Tel No: +91 44 24616768 +91 40 4033 0000 | Email: investors@megasoft.com | Website: www.megasoft.com

Contact Person: Srivalli Susarla, Company Secretary & Compliance Officer

OPEN OFFER FOR ACQUISITION OF UP TO 2,95,08,017 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARES"), REPRESENTING 40.00% OF THE EXPANDED VOTING SHARE CAPITAL OF MEGASOFT LIMITED ("TARGET COMPANY") AT AN OFFER PRICE OF RS. 16.70 PER EQUITY SHARE FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, BY SRI POWER GENERATION (INDIA) PRIVATE LIMITED ("ACQUIRER") PURSUANT TO AND IN COMPLIANCE WITH SEBI (SAST) REGULATIONS ("OFFER" OR "OPEN OFFER").

This post offer advertisement ("Post Offer Advertisement") is being issued by Trust Investment Advisors Private Limited ("Manager to the Offer") for and on behalf of Sri Power Generation (India) Private Limited ("Acquirer"), pursuant to and in accordance with Regulation 18(12) of the SEBI (SAST) Regulations. This Post Offer Advertisement should be read in continuation of and in conjunction with: (a) the Public Announcement dated August 20, 2021 ("PA"); (b) the Detailed Public Statement dated August 26, 2021 published in Financial Express – English (all editions), Jansatta – Hindi (all editions), Navshakti – Marathi (all editions) and Makkal Kural – Tamil on August 27, 2021 ("DPS"); (c) Draft Letter of Offer dated September 3, 2021 ("DLOF") filed with SEBI on September 3, 2021; (d) Letter of Offer dated October 12, 2021 along with Form of Acceptance cum Acknowledgement ("LOF"); (e) Corrigendum to the PA, DPS, DLOF and LOF dated October 22, 2021 published in the aforesaid newspapers on October 23, 2021 ("Corrigendum"); and (f) offer opening public announcement dated October 23, 2021 published in the aforesaid newspapers on October 25, 2021 ("Offer Opening Public Announcement"). This Post Offer Advertisement is being published in all the newspapers in which the DPS was published. Capitalized terms used but not defined in this Post Offer Advertisement shall have the same meaning assigned to such terms in the PA, DPS, DLOF, LOF, Corrigendum or Offer Opening Public Announcement (as the case may be), unless otherwise specified.

The Public Shareholders of the Target Company are requested to kindly note the following information with respect to the Open Offer:

1) Target company	Megasoft Limited			
2) Acquirer	Sri Power Generation (India) Private Limited			
3) Manager to the Offer	Trust Investment Advisors Private Limited			
4) Registrar to the Offer	Cameo Corporate Services Limited			
5) Offer Details: a) Date of opening of the Tendering Period b) Date of closing of the Tendering Period	Tuesday, October 26, 2021 Wednesday, November 10, 2021			
6) Last Date of payment of consideration	Thursday, November 25, 2021			
7) Actual Date of payment of consideration	Tuesday, November 16, 2021			
8) Details of Acquisition	Proposed in the LOF⁽¹⁾		Actual⁽¹⁾	
a) Offer Price (per equity share)	Rs. 16.70/- ⁽⁴⁾		Rs. 16.70/-	
b) Aggregate number of Equity Shares tendered in the Open Offer	2,95,08,017 ⁽²⁾		1,31,16,104	
c) Aggregate number of Equity Shares accepted in the Open Offer	2,95,08,017 ⁽²⁾		1,31,16,104	
d) Size of the Open Offer (Number of Equity Shares multiplied by the Offer Price)	Rs. 49,27,83,884/- ⁽²⁾		Rs. 21,90,38,937/- ⁽⁵⁾	
e) Shareholding of the Acquirer before agreements/ public Announcement				
(i) Number	1,82,71,989		1,82,71,989	
(ii) As a % of the Expanded Voting Share Capital	24.77% ⁽⁵⁾		24.77% ⁽⁵⁾	
f) Equity Shares acquired by way of Share Purchase Agreement				
(i) Number	8,98,833		8,98,833	
(ii) As a % of the Expanded Voting Share Capital	1.22% ⁽⁵⁾		1.22% ⁽⁵⁾	
g) Equity Shares acquired by way of Open Offer				
(i) Number	2,95,08,017 ⁽²⁾		1,31,16,104	
(ii) As a % of the Expanded Voting Share Capital	40.00% ⁽²⁾⁽⁵⁾		17.78% ⁽⁵⁾	
h) Equity Shares acquired after DPS ⁽³⁾				
(i) Number	Nil		Nil	
(ii) As a % of the Expanded Voting Share Capital	0.00%		0.00%	
i) Post Offer shareholding of the Acquirer				
(i) Number	4,86,78,839 ⁽²⁾		3,22,86,926	
(ii) As a % of the Expanded Voting Share Capital	65.99% ⁽²⁾⁽⁵⁾		43.77% ⁽⁵⁾	
j) Pre and post offer shareholding of the Public Shareholders	Pre-Offer	Post- Offer⁽²⁾	Pre-Offer	Post Offer
(i) Number	5,45,99,219		5,45,99,219	4,14,83,115
(ii) As a % of the Expanded Voting Share Capital	74.01% ⁽⁵⁾		74.01% ⁽⁵⁾	56.23% ⁽⁵⁾

⁽¹⁾ Unless stated otherwise, percentages disclosed in the table above are computed basis the Expanded Voting Share Capital

⁽²⁾ Assuming full acceptance in the Open Offer

⁽³⁾ Apart from the Equity Shares specified in sl. nos. (f) and (g).

⁽⁴⁾ The Offer Price under the Open Offer was increased from Rs. 14.70 per Equity Share to Rs. 16.70 per Equity Share on October 23, 2021, and communicated vide the Corrigendum.

⁽⁵⁾ Figures and percentages have been rounded off to the nearest integer upto two decimal places.

⁹⁾ The Acquirer and its directors, in their capacity as directors of the Acquirer, accept the responsibility for the information contained in this Post Offer Advertisement and also for the obligations of the Acquirer, respectively, laid down in the SEBI (SAST) Regulations in respect of the Open Offer.

¹⁰⁾ A copy of this Post Offer Advertisement will be available on websites of SEBI (www.sebi.gov.in), BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com), Manager to the Offer (www.trustgroup.in) and at the registered office of the Target Company.

ISSUED BY THE MANAGER TO THE OFFER



TRUST

In Partnership. With Trust.

Trust Investment Advisors Private Limited

CIN: U67190MH2006PTC162464

SEBI Registration Number: INM000011120

Registered Office: 109/110, Balarama, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, Maharashtra, India

Website: www.trustgroup.in

Investor Grievance Email ID: customercare@trustgroup.in

Tel. No.: +91 22 4084 5000; Fax No.: +91 22 4084 5066

Contact Person: Mr. Brijmohan Bohra

Email ID: Brijmohan.bohra@trustgroup.in

For and on behalf of Acquirer

Sd/-

Sri Power Generation (India) Private Limited

Date: November 16, 2021

Place: Hyderabad