

Annexure 2

Auditor's Certificate

To,
The Board of Directors,
Megasoft Limited
No. 85, Kutchery Road,
Mylapore, Chennai,
Tamil Nadu, India – 600 004

We, the statutory auditors of Megasoft Limited, (hereinafter referred to as "**the Company**"), have examined the proposed accounting treatment specified in clause 7 of the Draft Scheme of Amalgamation between Megasoft Limited and Sigma Advanced Systems Private Limited in terms of the provisions of section(s) 230-232 of the Companies Act, 2013 ("**Draft Scheme**") with reference to its compliance with the applicable Indian Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Draft Scheme complies with the applicable Indian Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid Draft Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Indian Accounting Standards notified by the Central Government under the Companies Act, 2013.

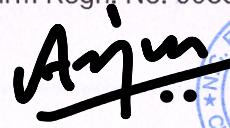


This Certificate is issued at the request of Megasoft Limited pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the relevant Regulatory Authorities. This Certificate should not be used for any other purpose without our prior written consent.

For N.C Rajagopal and Co.,

Chartered Accountants,

Firm Regn. No. 003398S


Arjun S
(Partner)



Place: Chennai

Date: 07-11-2024

Membership No.: 230448

UDIN: 24230448BKDHFG7950