



M DAMODARAN & ASSOCIATES LLP

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SECRETARIAL COMPLIANCE REPORT OF MEGASOFT LIMITED FOR THE YEAR ENDED 31.03.2022

(Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019)

I, M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by **Megasoft Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31.03.2022** in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR').
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not applicable during the review period.*





- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - *Not applicable during the review period.*
- f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - *Not applicable during the review period.*
- g) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - *Not applicable during the review period.*
- h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not applicable during the review period.*
- i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not applicable during the review period.*
- j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - *Not applicable during the review period.*
- k) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- l) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- m) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- n) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - *Not applicable.*
- o) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - *Not applicable.*

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

a) The Listed entity has complied with the provisions of the above Regulations and Circulars/ guidelines issued thereunder from time to time to the extent applicable, including SEBI circular CIR/CFD/CMD1/114/2019 dated 18 October 2019 on changes in terms of appointment of Statutory auditors, the company has amended the terms of appointment of the statutory auditor to give effect to the said circular.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.





(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Nil				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Reg. 17(1)(c) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015	As per regulation 17(1)(C) of SEBI (LODR) in respect of The board of directors of the top 2000 listed entities based on market capitalization as at the end of the immediate previous financial year shall comprise of not less than six directors for some period of time. The Company has falling under Reg.17 (1)(c).	The Company complied with the regulation 17(1)(C) of SEBI (LODR), 2015 with some delay and the Company has made good for this non-compliances besides making payment of fine as levied by NSE.	The Company has complied with the regulation 17(1)(C) of SEBI (LODR), 2015 in the subsequent period.





		As on 01.04.2020 the Company has 4 Board Directors only. From 29.09.2020 the Company has 6 Board of Directors.		
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Place: Chennai
Date: 18.05.2022

For M DAMODARAN & ASSOCIATES LLP

M.
M. DAMODARAN
Managing Partner
Membership No.: 5837
COP. No.: 5081
FRN: L2019TN006000
PR 1374/2021
ICSI UDIN: F005837D000338631

