

Megri Soft Limited

Notice

NOTICE is hereby given that the **23rd Annual General Meeting (AGM)** of the Members of **MEGRI SOFT LIMITED** will be held at SCO 80, Sector 47-D Chandigarh on Tuesday, the 30th day of September 2014 at 9:30 A.M. to transact the following business(s):-

Ordinary Business

1. To receive, consider and adopt the Audited Statement of Profit & Loss for the financial year ended 31 March, 2014 and the Balance Sheet as at that date together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr Mohnesh Kohli (DIN 01784617), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration by passing the following resolution, with or without modification(s), as an **Ordinary Resolution**:
"RESOLVED THAT M/s K K Bassi & Associates, Chandigarh, Chartered Accountants (Registration No. 005539N), the retiring auditors, be and are hereby re-appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company for auditing the accounts of the Company for the financial year 2014-15, at a remuneration to be fixed by the Board of Directors/Committee thereof."

Special Business

4. Appointment of Mr. Anil Kumar Goyal (DIN 00874488) as an Independent Director of the Company To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Anil Kumar Goyal (DIN 00874488), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (two) consecutive years with effect from 30 September, 2014 upto 29 September, 2016."
5. Appointment of Mr. Ajay Jagga (DIN 02637549) as an Independent Director of the Company To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ajay Jagga (DIN 02637549), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation hold office for a term of 2 (two) consecutive years with effect from 30 September, 2014 upto 29 September, 2016."

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6. Appointment of Mr Rajnesh Sharma (DIN 02528435) as a Whole-Time Director of the Company. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr Rajnesh Sharma (DIN 02528435) as a Whole-Time Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from 1 October, 2014 upto 30 September, 2019 on the terms and conditions as specified in the statement pursuant to Section 102 of the Act annexed to this Notice and on the remuneration, which is as follows:

S. No.	Particulars	Amount (Rs.)
1	Basic Pay	Upto Rs. 7,00,000 p.a
2	Other Perquisites	Upto Rs. 3,00,000 p.a

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to alter and vary the designation, terms and conditions of appointment and/or remuneration, as recommended by the Nomination and Remuneration Committee of the Board, subject to the above limits.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To consider adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company. **RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Place: Chandigarh
Date: September 2, 2014
CIN: L72200CH1992PLC011996

Registered Office:
First Floor, SCO 80, Sector 47 D
Chandigarh (UT) 160047

By order of the Board of Directors
Megri Soft Limited

Rajnesh Sharma
(Director)

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Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself and such proxy need not be a member of the Company.** A person can act as proxy on behalf of members not exceeding fifty (50) who are holding, in the aggregate, not more than ten percent of the total share capital of the Company. The enclosed proxy form, if intended to be used, should reach the registered office of the Company duly completed not less than forty eight hours before the scheduled time of the meeting.
2. Members are requested to bring their attendance slip along with their copy of annual report to the meeting.
3. In the case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
4. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses set out above is annexed hereto.
5. The Register of members will remain closed on from 27th September 2014 (Saturday) to 30th September 2014 (Tuesday) (both days inclusive).
6. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors at the AGM are furnished and forms part of the Notice.
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. All documents referred to in the notice are open for inspection at the registered office of the Company between 10.00 am to 5.00 pm on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares are, therefore, requested to submit the PAN to Company.
10. Members holding shares are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.
11. To support the 'Green Initiative', the Members are requested to register/update their email id's, contact details and addresses with the Company for receiving all communications including Annual Report, Notices, Circulars, etc., from the Company electronically

Details Of Directors Seeking Appointment/Re-Appointment As Required Under Clause 49 Of The Listing Agreement With The Stock Exchanges

Item No. 2

Mr. Mohnesh Kohli (DIN: 01784617), aged 52, is a Fellow Member of the Institute of Chartered Accountants of India. He is a Chartered Accountant in practice by profession having more than 28 years' experience in the area of accountancy and Financial consultancy.

He is not a director of any limited company. He holds 638000 equity shares in the Company

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The Board considers that his association would be of Immense benefit to the Company and it is desirable to continue to avail services of Mr. Mohnesh Kohli (DIN: 01784617) as an Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mohnesh Kohli as an Director, for the approval by the shareholders of the Company.

Except Mr. Mohnesh kohli being an appointee, Rajnesh Sharma and Aprajita Kohli relatives none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Item No. 4

Mr. Anil Kumar Goyal, aged 60 years (DIN:00874488), is a Fellow Member of the Institute of Chartered Accountants of India. He is a Chartered Accountant in practice by profession having more than 30 years' experience in the area of accountancy and Financial consultancy.

He is also a director Professionals Consultancy Services Ltd, Sakshi Farms Pvt Ltd, Crystal Finlease Private Limited, Health City Private Limited, Sustainability Services Private Limited . He holds no equity shares in the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Anil Kumar Goyal, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for term of 2 (two) consecutive years with effect from 30 September, 2014 upto 29 September, 2016.

A notice has been received from a member proposing Mr. Anil Kumar Goyal as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Anil Kumar Goyal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the management. Copy of the draft letter for appointment of Mr. Anil Kumar Goyal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his association would be of Immense benefit to the Company and it is desirable to avail services of Mr. Anil Kumar Goyal as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Anil Kumar Goyal as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Anil Kumar Goyal being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges. Notice have been received from member(s) signifying their intention to propose appointment of these Directors along with a deposit of Rs.1,00,000

Item No. 5

Mr. Ajay Jagga (DIN:02637549), aged 50, is an Advocate practicing in High Courts Chandigarh. He is having more than 28 years' experience in the area of taxation and legal matters

He is not a director in any other public limited Company. He holds 500 shares in the Company

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Mr. Ajay Jagga (DIN:02637549) is a non-executive independent Director whose period of office is liable to determination by retirement of directors by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 1956, Ajay Jagga (DIN:02637549) being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for term of 2 (two) consecutive years with effect from 30 September, 2014 upto 29 September, 2016.

A notice has been received from a member proposing Mr. Ajay Jagga as a candidate for the office of Director of the Company. In the opinion of the Board, Mr. Ajay Jagga fulfils the conditions specified in the Companies Act, 1956 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Mr. Ajay Jagga as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ajay Jagga as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ajay Jagga as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Ajay Jagga being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges. Notice have been received from member(s) signifying their intention to propose appointment of these Directors along with a deposit of Rs.1,00,000

Item No. 6

Mr Rajnesh Sharma (DIN: 02528435), is a technical graduate and is having more than 20 years' experience in the area of finance and web services. Mr Rajnesh Sharma joined the company in 1998 and is assisting the company in financial and web related matters from time to time.

Pursuant to Rule 13 of the Companies (Appointment & Qualification of Directors) Rules, 2014, the members of the Company are hereby informed that the Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 ("Act"), from a member alongwith a deposit of Rs. 1,00,000/- proposing the candidature of Mr Rajnesh Sharma (DIN: 02528435), for the office of Whole - Time Director of the Company, to be appointed as such under the provisions of Section 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force).

The Company has received from Mr Rajnesh Sharma, Whole Time Director of the Company, the following disclosures as per the relevant provisions of Companies Act, 2013:

- Consent in writing to act as Director of the Company pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and
- Intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification
- of Directors) Rules, 2014 to the effect that not disqualified under sub-section (2) of Section 164 of the Act.

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Considering his valued contribution in the conduct and growth of business, the Nomination and Remuneration Committee of the Board has recommended his appointment as a Whole - Time Director (designated as Director - Financial) of the Company, liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 1 October, 2014 upto 30 september, 2019.

Pursuant to the provisions of Section 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors of the Company recommend the passing of the resolution set out under Item No. 6 as an Ordinary Resolution.

He is not a director in any other public limited Company. He holds 60800 shares in the Company

Except Mr Rajnesh Sharma being an appointee, Mohanesh Kohli and Aprajita Kohli relatives none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges. Notice have been received from member(s) signifying their intention to propose appointment of these Directors along with a deposit of Rs.1,00,000

Item No. 7

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 and new set of articles is placed for adoption.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.7 of the Notice. The Board recommends the Special Resolution set out at item No. 7 of the Notice for approval by the members.

For and on behalf of the Board

Place: Chandigarh
Date: September 2, 2014

Rajnesh Sharma
Director

Megri Soft Limited

Director's Report

Dear Members,

Your Directors are delighted to present the 23rd Annual Report on our business and operations together with the Audited Accounts for the year ended March 31, 2014.

Results Of Operations

Particulars	Year Ended 31.03.2014 (Rs. In Lacs)	Year Ended 31.03.2013 (Rs. In Lacs)
Total Income	500.77	688.30
Gross Operating Profit/Loss	254.24	329.65
Depreciation	29.13	28.51
Profit/Loss Before Taxes	225.11	301.14
Provision for Taxation	24.52	36.77
Net Profit/Loss After Tax	200.59	264.37
Net Profit/Loss Carried To Balance Sheet	200.59	264.37
Paid Up Share Capital	314.07	314.07

Operational Review and Prospects

During the year under review, the company has been carrying on dotcom and information technology business, Domain Registration, Web Hosting, Web Designing, Web Development, Web Scripting, Web Based Software Development, Web Promotion, Search Engine optimization, Link building and SEO services in addition to development of its own Indian and International Web Portals/Vortals on various subjects as well as provided IT/ITES services to the clients also.

Finances

This year the company registered income from operation around Rs. 500.77 Lacs as compared to last year of Rs. 688.30 Lacs and also registered a net profit (after taxes) of Rs. 200.59 Lacs which is lower than last year's profits of Rs. 264.37 (after taxes). There has been decline in profit as well as sale as compare to previous year because of decline in major services relating to search engine carried out by company. However company has already starting diversifying to new technologies of mobile and web application development. The company has started further development of its web portal and vortal on variou subject.

Transfer to General Reserve

We propose to transfer 20.06 lacs (10% of the standalone net profit of the year) to the general reserve. An amount of 180.53 lacs proposed to be retained in surplus.

Segment Reporting

Your Company is organizing itself to become a leading player in the IT services and other IT related applications which will provide your Company the competitive edge over the others. The company has developed around 65 of its own web portals. Although they are still in their developing stage but they are attracting heavy traffic and have a large online presence. The web portals have attracted International traffic and successfully catered to quite a large viewer base.

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The planned list of the company's web portals is very large, which have made quite a significant presence on web. Also the web portals of the company are having top ranking at premium search engines. The company is in the process of developing a large online web clientage as well as a large offline customer base. Your Directors are putting in their best so as to extract the best potential of the Company and make it a leading Dotcom Company. The Directors have also planned to diversify and have already started to develop in other related fields like E-commerce, web applications and development, directory scripts, readymade website sellers, payment gateway and other internet and IT related activities which will result in increasing the present clientele of the company and thereby increasing its revenue. The Directors are hopeful of achieving better results in the next year barring unforeseen circumstances.

Share Capital

There have been no changes in the Authorized Share Capital, Issued subscribed and paid-up share capital during the year under review. The authorized share capital was Rs. 33,000,000.00 divided into 33,00,000 equity shares of Rs. 10/- and the issued, subscribed and paid up share capital remained Rs. 3,14,07,000 divided into 31,40,700 equity shares of Rs. 10/- each fully paid.

Corporate Governance

Your Company always places a major thrust on managing its affairs with diligence, transparency, responsibility and accountability thereby upholding the important dictum that an Organization's corporate governance philosophy is directly linked to high performance.

The Company is committed to adopting and adhering to established world-class corporate governance practices. The Company understands and respects its fiduciary role and responsibility towards its stakeholders and society at large and strives to serve their interests, resulting in creation of value and wealth for all its stakeholders.

The Company also adopted a Policy on Prevention of Sexual Harassment at workplace in compliance with the requirements of the "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and constituted an internal complaints committee to look into the complaints of sexual harassment in terms of provisions of the said Act.

The compliance report on corporate governance and a certificate from M/s K K Bassi & Associates, Chandigarh, Chartered Accountants, Statutory Auditors of the Company regarding compliance of the conditions of Corporate Governance, as stipulated under Clause 49 of the listing agreement with the Stock Exchanges, is attached herewith.

Your Company will continue to implement and adhere in letter and spirit to the policies of good corporate governance.

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Directors

The Board of Directors of the Company is duly constituted and comprises of highly qualified and experienced professionals. During the year under review, there has been few change in the composition of the Board of directors of your Company.

The Companies Act, 2013 provides for appointment of independent directors for a term of up to five consecutive years on the Board of a Company and that they shall be eligible for re-appointment on passing a resolution by the shareholders of the company. Further, it provides that no independent director shall be eligible for more than two consecutive terms of five years. As per sub-section (13) of the Section 149 of the Companies Act, 2013 the provisions of retirement by rotation do not apply to independent directors. The company's Independent directors were appointed as directors liable to retire by rotation under the provisions of the erstwhile Companies Act, 1956.

Therefore, in accordance with the requirements of the Companies Act, 2013, Mr Ajay Jagga the existing Independent Directors are proposed to be appointed for a term upto two consecutive years. During this period of 2 years they shall not be liable to retire and seek appointment at the AGM. Mr Anil Kumar Goyal is also proposed to be appointed as Independent Directors for a term up to two consecutive years. During this period of 2 years they shall not be liable to retire and seek appointment at the AGM.

Further, as per Companies Act, 2013, not less than 2/3rd (Two-third) of total number of Directors (other than Independent Directors) shall be liable to retire by rotation. Accordingly, Mr. Mohncsh kohli is liable to retire by rotation and, being eligible, offers himself for re-appointment.

Mr Rajnesh Sharma, Director of the Company, has given his consent and offered himself for appointment as Whole-Time Director of the Company pursuant to Section 196, 197, Schedule V and other applicable provisions of Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Your directors recommended his appointment as Whole-Time Director of the Company in the ensuing Annual General Meeting.

Auditor's Report

There was no qualification in the Auditors Report and both the Auditors Report & notes on accounts are self-explanatory.

Auditors

M/s K K Bassi & Associates, Chandigarh (FRN-005539N), Chartered Accountants hold office until the conclusion of forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

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Director's Responsibility Statement

In terms of provisions of Section 217(2AA) of the Companies Act, 1956, ("Act"), your Directors confirm that:

1. In the preparation of annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures, wherever applicable.
2. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
3. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The annual accounts have been prepared on a going concern basis.

Listing Of Shares

The Equity Shares of the company are listed at Ludhiana and Delhi Stock Exchange. All listing fees due of Stock Exchange paid up to 2014.

Dividend

In order to strengthen the financial position of the company, your directors proposed to retain the profits for future growth & expansions therefore do not recommend any dividend for the year.

Audit Committee

The Committee met four times during the year. The Board of Directors has accepted all the recommendations of the Audit Committee.

Public Deposits and Liquidity

We continue to be almost debt-free, and believe we maintain sufficient cash to meet our strategic objectives. During FY 2013-14, your Company has not accepted any deposits or raised any fresh equity from the public.

Human Resources

Human resources play a key role in the performance of every organization. Your Company strongly believes that it is the employees who will make significant contribution to the success and growth of a business. The employee relations remained steady and harmonious throughout the year under review resulting in high level of performance.