**MEGRI SOFT LIMITED**
SCO 80 Sector 47-D Chandigarh 160047
Ph. : +91-172- 2631550
Cell : +91-9501168822, 9501168855
Email: legal@megrisoft.com
Website: www.megrisoft.com
CIN: L72200CH1992PLC011996

To

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| BSE Limited,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Fort,<br>Mumbai-400 001<br>Email ID: corp.compliance@bseindia.com<br>Scrip Code: 539012 | Head- Listing & Compliance<br>Metropolitan Stock Exchange of India Ltd.<br>205(A), 2nd floor, Piramal Agastya Corporate Park,<br>Kamani Junction, LBS Road,<br>Kurla (West), Mumbai – 400070<br>Email ID: listingcompliance@msei.in<br>Symbol: MEGRISOFT |

**Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we wish to inform the Stock Exchanges that the Board of Directors of Megri Soft Limited ("the Company"), at its meeting held today, approved and consented to the proposed allotment of additional ordinary shares by Megrisoft Limited, United Kingdom, and the resulting dilution of the Company's shareholding therein.

Following the Company's Board approval, Megrisoft Limited allotted 540 ordinary shares having a nominal value of GBP 1 each at par to Ms Aprajita Kohli, a Director of the Company and Megrisoft Limited and a related party, in accordance with applicable UK laws. Consequently, the issued share capital of Megrisoft Limited increased from 160 ordinary shares to 700 ordinary shares, and the Company's shareholding was diluted from 62.50% to approximately 14.29%. As a result of the dilution and cessation of control, Megrisoft Limited ceased to be a subsidiary of the Company with effect from September 18, 2026.

The reduction in the Company's percentage shareholding arose solely from the fresh allotment made by Megrisoft Limited. The Company has not sold or transferred any shares, and no consideration has been received or is receivable by the Company in connection with the allotment. Following the cessation of control, the Company will continue to hold its existing 100 ordinary shares in Megrisoft Limited as an investment.

Further, Mr Mohnesh Kohli resigned from the Board of Directors of Megrisoft Limited, United Kingdom, with effect from the conclusion of its Board meeting held on September 18, 2026. The requisite details relating to his resignation are provided in Annexure B.

The meeting of the Board of Directors of Megri Soft Limited commenced at 5:00 p.m. (IST) and concluded at 6:00 p.m. (IST).

The requisite details under Regulation 30 read with Schedule III of the SEBI Listing Regulations and the applicable SEBI Master Circular dated January 30, 2026, as amended, are enclosed as Annexures A and B.

This information will also be uploaded on the Company's website at www.megrisoft.com.

Kindly take the above information on record.

Thanking you,

Yours faithfully,
**For Megri Soft Limited**
Saloni Digitally signed by Saloni Date: 2026.09.18 18:03:13 +05'30'
**(Saloni Garg)**
Company Secretary & Compliance Officer
Membership No.: A33867

**Date: September 18, 2026**
**Place: Chandigarh**

**ANNEXURE A**

**Disclosure under Regulation 30 read with Clause 1 of Para A of Part A of Schedule III of the SEBI Listing Regulations**

| Sr. No. | Details of events that need to be provided | Information of such event(s) |
|---|---|---|
| 1 | Name of the entity, Particulars and Nature of the event | Megrisoft Limited, a subsidiary company incorporated in the United Kingdom. Allotment of ordinary shares by Megrisoft Limited resulted in the dilution of Megri Soft Limited's shareholding in Megrisoft Limited, consequent to which Megrisoft Limited ceased to be a subsidiary with effect from September 18, 2026. |
| 2 | The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year | Turnover contribution for the financial year ended March 31, 2026: INR 54.96 lakh, representing approximately 18.84% of the consolidated turnover of Megri Soft Limited. Net-worth contribution as at March 31, 2026: INR 43.98 lakh, representing approximately 1.91% of the consolidated net worth of Megri Soft Limited. |
| 3 | Date on which the agreement for sale has been entered into | Not Applicable |
| 4 | Expected date of completion of sale/disposal | Not Applicable |

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|---|---|---|
| 5 | Consideration received from such sale/disposal | Not Applicable |
| 6 | Brief details of buyers and whether any of the buyers belong to the promoter / promoter group / group companies. If yes, details thereof | Not Applicable |
| 7 | Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length" | Ms Aprajita Kohli, the allottee, is a related party of Megri Soft Limited. However, Megri Soft Limited has not entered into any sale, purchase, or transfer, and has neither paid nor received any consideration — the transaction is solely a fresh allotment of shares by Megrisoft Limited, pursuant to its own Board's approval. The issue price was determined by the Board of Megrisoft Limited after considering its financial position, business conditions, and future prospects, and the allotment was approved as being on an arm's-length basis, in accordance with the UK Companies Act 2006, its Articles of Association, and other applicable requirements in England and Wales. |
| 8 | Whether the sale, lease or disposal of the undertaking is outside the Scheme of Arrangement? If yes, details of the same, including compliance with Regulation 37A of the LODR Regulations | Not Applicable |
| 9 | Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger shall be disclosed by the listed entity with respect to such slump sale | Not Applicable |
| 10. | Effective date of cessation | Megrisoft Limited ceased to be a subsidiary of Megri Soft Limited with effect from September 18, 2026. |

## Annexure B

**Information as required under Regulation 30 read with Para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

| Sr. No. | Particulars | Details |
|---|---|---|
| 1. | Name and Designation | Mr Mohnesh Kohli, Director of **Megrisoft Limited, United Kingdom** |
| 2. | Reason of change viz. appointment, resignation, removal, death or other reason | Resignation following cessation of Megrisoft Limited as a subsidiary of Megri Soft Limited |
| 3. | Date of appointment/cessation (as applicable) Term of appointment | Resignation w.e.f. September 18, 2026 |
| 4. | Brief profile (in case of appointment) | Not applicable |
| 5. | Disclosure of relationship between directors (in case of appointment of director) | Not Applicable |

To
The Board of Directors
Megrisoft Limited
133 Creek Road
Greenwich, London
England, SE8 3BU

Subject: Resignation as Director

Dear Board Members,

I hereby tender my resignation as a Director of Megrisoft Limited, effective upon the conclusion of the Company's Board meeting held on September 18, 2026.

I request the Company to update its statutory registers and complete the necessary filing with Companies House UK.

Yours faithfully,

Mohnesh Kohli

Date: September 18, 2026