

Megrisoft

MEGRI SOFT LIMITED

SCO 80 Sector 47-D Chandigarh 160047

Ph. : +91-172-2631561, 2631550

Cell : +91-9501168822, 9501168844

support@megrisoft.com www.megrisoft.com

CIN:L72200CH1992PLC011996

To

Deputy General Manager, Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001 Email Id : corp.compliance@bseindia.com Scrip Code: 539012	Head- Listing & Compliance Metropolitan Stock Exchange of India Ltd. 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani junction, LBS Road, Kurla(West), Mumbai – 400070 Email Id: listingcompliance@msei.in Symbol: MEGRISOFT
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Dear Sir,

**Sub.: Reporting to SEBI regarding the acquisition of shares by inter-se Transfer/
Transmission.**

**Ref: Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers)
Regulations, 2011 read with Regulation 30 of SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015.**

In furtherance to intimation under Regulation 10(5) and 10(6) of SAST(Substantial Acquisition of Shares & Takeovers) Regulations 2011 ("Takeover Regulations") submitted by Mr. Mohnesh Kohli ("Acquirer") on December 18, 2023, and December 27, 2023 respectively,

The Acquirer belonging to the Promoter and Promoter Group of Megri Soft Limited ("Company") has submitted a report to SEBI on January 12, 2024, pursuant to Regulation 10(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of Inter-se transfer - transmission (resulting from Will left behind by Late Smt Neena, Promoter of the Company) of 3,91,100 equity shares from Late Smt Neena (Wife of Mohnesh Kohli) to Mr Mohnesh Kohli, Husband and a member of the Promoter Group of the TC under Regulation 10(1)(a)(i) read with Regulation 10(1)(g) of SEBI (SAST) Regulations, 2011

1, please find enclosed the following documents for your perusal and record purposes:

Sr. No.	Documents	Remarks
1	Report under regulation 10(7) of SEBI (SAST), 2011	Enclosed
2	Pre-transaction intimation under regulation 10(5) of SEBI (SAST), 2011 submitted to the stock exchanges along with enclosures, if any	Enclosed
3	Disclosure under regulation 29(1) and 29(2) of the SEBI (SAST) Regulations, 2011, by the acquirer and the seller	Enclosed
4	Post-transaction intimation under regulation 10(6) of SEBI (SAST), 2011 submitted to the stock exchanges along with enclosures, if any	Enclosed
5	Details of fee paid to the SEBI for filing report under; Regulation 10(7) of the SEBI (SAST) Regulations, 2011	NEFT UTR No. KARBN24012437427 for Rs.1,77,000/- (Fee 1,50,000/- with GST of Rs. 27,000) dated 12th January 2024

We hope that you will find the above in order. In case any further document(s)/ information is required, we will gladly provide you the same.

Kindly take the same on record and suitably disseminate it to all concerned.

Thanks & Regards

For Megri Soft Limited

Manju Bala
Digitally signed
by Manju Bala
Date: 2024.01.13
12:04:26 +05'30'

Manju Bala
(Company Secretary and Compliance Officer)
M.No. A67831

Dated: January 13, 2024

Place: Chandigarh

Encl.: As above.

MOHNESH KOHLI

PAN - AFXPK8720K

Address - H.NO. 539, Sector 36 B Chandigarh - 160036

Mob. - 9815505525, Email - mohneshkohli@gmail.com

By Speed Post

To
The Manager,
Securities and Exchange Board of India,
Plot No. C- 4 A, 'G' Block
Bandra-Kurla Complex
Bandra (East) Mumbai- 400051

Reference
BSEIndia Scrip Code: 539012
MSEI Symbol: MEGRISOFT

SUB: Disclosures under Regulation 10(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of acquisition made in reliance upon the exemption provided for in Regulation 10(1)(a)(i) read with Regulation 10(1)(g) of the Takeover Regulations by the Acquirer.

Reference: Inter Se Transfer- of shares consequent to the transmission upon the death of the promoter shareholder and the transferee/ acquirer are immediate relatives and part of the Promoter Group.

Dear Sir/Madam,

In compliance with the provisions of Regulation 10(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed herewith the requisite report in the prescribed format for inter-se transfer/transmission in terms of Regulation 10(1)(a)(i) read with Regulation 10(1)(g) of SEBI (SAST) Takeover Regulations 2011.

I, Mohnesh Kohli S/o Late M.L.Kohli, being a promoter of Megri Soft Limited (Target Company), have acquired 3,91,100 equity shares consisting of 12.45% of the total share capital of the Target Company by way of Inter-se transfer of shares consequent to the transmission upon the death of my wife (a Will made by my wife Late Smt Neena) Promoter of Target Company ('TC').

Inter-se transfer - **Transmission** (resulting from Will left behind by Late Smt Neena, Promoter of the Company) of equity shares from Late Smt Neena (Wife of Mohnesh Kohli) to Mr Mohnesh Kohli, Husband and a member of the Promoter Group of the TC.

The aggregate shareholding of the Promoters and Promoters Group before and after the aforesaid inter-se transfer - Transmission shall remain the same.

The respective intimation and report under regulations 10(5) and 10(6) of SAST Regulation have already been filed with BSE Limited and Metropolitan Stock Exchange of India Ltd on 18th December 2023 and 27th December 2023 respectively (copies enclosed). Disclosure under Regulation 29(1) and 29(2) has already been filed with BSE Limited and Metropolitan Stock Exchange of India Ltd on 27th December 2023 (copy enclosed).

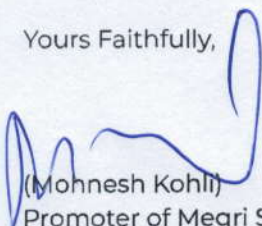
The applicable fees of Rs. 1,77,000/- (Rupees One Lakh Seventy Seven thousand) required under Regulation 10(7) is enclosed vide NEFT Challan details as per given below:

Order Id	2760219
Date	12.01.2024
Beneficiary Name	AVEP
Account No.	AVEP113141898591
IFSC Code	ICIC0000104
Bank	ICICI Bank Ltd. CMS HUB, Mumbai
Amount	RS. 177000 (Fee 1,50,000/- + GST of Rs. 27000)
NEFT UTR No.	KARBN24012437427 dated 12th January 2024

Kindly take the above information on record and acknowledge the receipt

Thanking You,

Yours Faithfully,


(Mohnesh Kohli)
Promoter of Megri Soft Limited
Acquirer

Dated: January 12, 2024

Place: Chandigarh

CC:

Company Secretary & Compliance Officer
Megri Soft Limited
SCO 80, Sector 47 D
Chandigarh 160047

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001
Email Id: corp.compliance@bseindia.com
Scrip Code: 539012

Head- Listing & Compliance
Metropolitan Stock Exchange of India Ltd.
205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani junction, LBS Road,
Kurla(West), Mumbai – 400070
Email Id: listingcompliance@msei.in
Symbol: MEGRISOFT

Enclosed

Sr. No.	Documents	Remarks
1	Report under regulation 10(7) of SEBI (SAST), 2011	Enclosed
2	Pre-transaction intimation under regulation 10(5) of SEBI (SAST), 2011 submitted to the stock exchanges along with enclosures, if any	Enclosed
3	Disclosure under regulation 29(1) and 29(2) of the SEBI (SAST)	Enclosed

	Regulations, 2011, by the acquirer and the seller	
4	Post-transaction intimation under regulation 10(6) of SEBI (SAST), 2011 submitted to the stock exchanges along with enclosures, if any	Enclosed
5	Details of fee paid to the SEBI for filing report under; Regulation 10(7) of the SEBI (SAST) Regulations, 2011	NEFT UTR No. KARBN24012437427 for Rs.1,77,000/- (Fee 1,50,000/- with GST of Rs. 27,000) dated 12th January 2024

Format under Regulation 10(7) – Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(i) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	General Details	
	a.	Name, address, telephone no., e-mail of acquirer(s) (In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.) Mr. Mohnesh Kohli H. No. 539, Sector-36, Chandigarh-160036 Mobile No. 9815505525 E-mail: mohneshkohli@gmail.com
	b.	Whether sender is the acquirer (Y/N) Yes
	c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization) Not Applicable
	d.	Name, address, Tel no. and e-mail of the sender, if sender is not the acquirer Not Applicable
2.	Compliance of Regulation 10(7)	
	a.	Date of Report 12th January 2024
	b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition Yes, the report is being submitted to SEBI within 21 working days from the date of the acquisition
	c.	Whether the report is accompanied with fees as required under Regulation 10(7) Yes
3	Compliance of Regulation 10(5)	
	a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed, at least 4 working days before the date of the proposed acquisition Yes, Copy of the same is attached as Annexure
	b.	Date of Report 18th Dec 2023

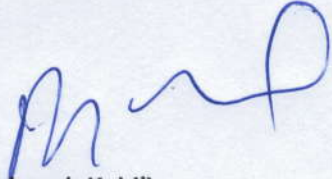
4.	Compliance of Regulation 10(6)					
	a	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days after the date of the proposed acquisition	Yes, Copy of the same is attached as Annexure			
	b	Date of Report	27th Dec 2023			
5	Details of the Target Company (TC)					
	a	Name & address of TC	MEGRI SOFT LIMITED CIN:L72200CH1992PLC011996 SCO 80, First Floor, Sector-47, Chandigarh- 160047 Email: legal@megrisoft.com			
	b	Name of the Stock Exchange(s) where the shares of the TC are listed	Bombay Stock Exchange Limited ("BSE") Metropolitan Stock Exchange of India Limited ("MSE")			
6	Details of the acquisition					
	a	Date of acquisition	27th Dec, 2023			
	b	Acquisition price per share (in Rs.)	NIL. Inter Se Transfer- Transmission. Shares transmitted due to the death of the promoter Shareholder as per his Will			
	c	Regulation which would have triggered an open offer, had the report not been filed under Regulation 10(7). (whether Regulation 3(1), 3(2), 4 or 5	Regulation 3(1) and 3(2).			
	d	Shareholding of acquirer(s) and PAC individually in TC (in terms of no. & as a percentage of the total share I voting capital of the TC)(*)	Before the Acquisition		After the Acquisition	
			No. of Shares	%w.r.t total share capital of TC	No. of Shares	%w.r.t total share capital of TC
	Name of the acquirer(s) /PAC(**)					
	Acquirer					
		Mr. Mohnesh Kohli	7,77,000	24.74	1,168,100	37.19
	PACs					
		Mohnesh Kohli HUF	7,15,700	22.79	7,15,700	22.79
		Aprajita Kohli	1,93,000	6.15	1,93,000	6.15
		Austin Kohli	2,54,200	8.09	2,54,200	8.09
		Late Smt Neena	3,91,100	12.45	0	0
		Greenwich Fintech Private Limited	24,200	0.77	24,200	0.77
		Total Shareholding (Acquirer and PACs)	2355200	74.99	2355200	74.99
	e	Shareholding of seller/s in TC (in terms of no. & as a percentage of the total share I voting capital of the TC)(*)	Before the Transfer/Transmission		After the Transmission	

			No. of Shares	%w.r.t total share capital of TC	No. of Shares	%w.r.t total share capital of TC
		Name of the Transferor				
		Late Smt. Neena	3,91,100	12.45	0	0
		Total Shareholding (Transferor)	3,91,100	12.45	0	0
7.	Information specific to the exemption category to which the instant acquisition belongs- Regulation 10(1)(a)(i)					
	a	Provide the names of the seller(s)	Late Smt. Neena (Transmission due to death)			
	b	Specify the relationship between the acquirer(s) and the seller(s).	Mr. Mohnesh Kohli (Acquirer) and Late Smt. Neena (Transferor) is a Husband and Wife.			
	c	Confirm whether the acquirer(s) and the /seller(s) are 'immediate relatives as defined in the Regulation 2(1).	It is confirmed that the acquirer and the transferor are 'immediate relatives as defined in the Regulation 2(1).			
	d	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	Not Applicable. Inter Se Transfer- Transmission. Shares transmitted due to the death of Late Smt Neena (Wife of Mohnesh Kohli) to Mr Mohnesh Kohli, Husband and both are members of the Promoter Group of the TC			
	e	If the shares of the TC are infrequently traded, the price of such shares as determined in terms of clause (e) of sub-regulation (2) of regulation 8	Not Applicable. Inter Se Transfer- Transmission. Shares transmitted due to the death of Late Smt Neena (Wife of Mohnesh Kohli) to Mr Mohnesh Kohli, Husband and both are members of the Promoter Group of the TC			
	f	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (d) or (e) above as applicable	Not Applicable. Inter Se Transfer- Transmission. Shares transmitted due to the death of Late Smt Neena (Wife of Mohnesh Kohli) to Mr Mohnesh Kohli, Husband and both are members of the Promoter Group of the TC			
	g	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where it is listed:	27th Dec 2023			
	h	Whether the acquirers as well as sellers have complied with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N). If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made along with the copies of the same.	Yes, It is hereby declared that the acquirer has complied with the provision of regulations 29(1) and 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Copy of Disclosure submitted are enclosed as Annexure			
	i	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(i) with respect to exemptions has been duly complied with	I, Mohnesh Kohli, hereby declare that all the conditions specified under regulation 10(1)(a)(i) with respect to exemptions have been duly complied with.			

I / We hereby declare that the information provided in the instant report is true and nothing has been concealed therefrom.

Note:

- (*) In case, percentage of shareholding to the total capital is different from the percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately and then collectively in a group.



(Mohnesh Kohli)
Promoter of Megri Soft Limited
Acquirer

Dated January 12, 2024

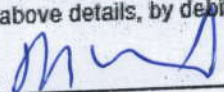
Place: Chandigarh

NATIONAL ELECTRONIC FUND TRANSFER (NEFT) / REAL TIME GROSS SETTLEMENT (RTGS)

Details of Beneficiary	
Order Id:	2760219
Beneficiary Name:	AVEP
Account No.	AVEP113141898591
IFSC Code	ICIC0000104
Bank	ICICI Bank Ltd. CMS HUB, Mumbai
Amount	177005.90 INR
Amount In words	One Lakh Seventy Seven Thousand Five Rupees and Ninety Paise Only
Challan Expiry Date	2024/01/13 23:59:59
Additional Details	AFXPK8720K
Additional Details	Fee under Regulation 10 (7) of SAST Regulations
Additional Details	No

1. It is advised that all bidders make payment via RTGS/NEFT atleast one day in advance to the tender cut off day. In the event bidder making payment on the last day and same is not available for the bidder for validation on account of any reason whatsoever, then Beneficiary, its banker, or e-procurement service provider or payment gateway service provider would not be held responsible in any manner. In such cases bidder may not be able to submit the tender.
2. It is bidders responsibility to ensure that RTGS/NEFT payments are made exactly as per the details as mentioned in the challan. In the event of any discrepancy, payment would not be considered and would not be available for validation of EMD payment.
3. Bidder is required to generate challan for every tender since details in the challan are unique to the tender and bidder combination. Bidder is not supposed to use challan generated in one tender for payment against another tender.
4. Under no circumstances, including whether the bidder has made duplicate/incorrect payments. Beneficiary Division or its Banker or its service providers are under no obligation to disclose the details of payment made by any bidder.
5. I/We will execute NEFT/RTGS from my/our bank within 2 days of creating this slip, post which funds may be refunded and required service may not be rendered.

Remit the amount as per above details, by debiting my/our account for the amount of remittance plus bank charges.

Customer's Signature : 

Rupees Debited: 177000/-

Date of Transfer: 12-01-2024

Contact Phone No.: 9815505525

Applicant's A/c : 1462500100131801

Remittance No.: KARBAN24012437427

To

Deputy General Manager, Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001 Email Id : corp.compliance@bseindia.com Scrip Code: 539012	Head- Listing & Compliance Metropolitan Stock Exchange of India Ltd. 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani junction, LBS Road, Kurla(West), Mumbai – 400070 Email Id: listingcompliance@msei.in Symbol: MEGRISOFT
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Dear Sir/Madam,

SUB: Disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

As due compliance with Regulation 10(5) of SEBI (SAST) Regulations, 2011, the undersigned, being part of the 'Promoter and Promoter Group of the Company, hereby furnish the prior intimation in the specified format under Regulation 10(5) in respect of the proposed inter-se transfer of 3,91,100 equity shares constituting 12.45% of the total share capital of Megri Soft Limited being the Target Company ("TC") in the following manner.

Inter-se transfer (resulting from Will left behind by Late Smt Neena, Promoter of the Company) of 3,91,100 equity shares from Late Smt Neena (Wife of Mohnesh Kohli) to Mr Mohnesh Kohli. Husband and a member of the Promoter Group of the TC.

This inter-se transfer/transmission of equity shares amongst the promoter group upon the death of the promoter shareholder falls within the exemption under Regulation 10(1)(a)(i) and Regulation 10(g) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

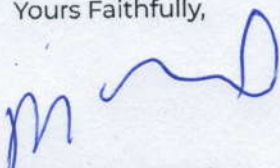
The aggregate shareholding of the Promoters and Promoters Group before and after the aforesaid inter-se transfer - Transmission shall remain the same.

In compliance with the provisions of Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed herewith the requisite disclosure in the prescribed format for Inter-se transfer of shares amongst relative promoters of Megri Soft Limited.

This is for your information & records.

Thank you,

Yours Faithfully,



(Mohnesh Kohli)
Promoter of Megri Soft Limited
Acquirer

Dated 18.12.2023

CC: Megri Soft Limited
SCO 80, Sector 47 D
Chandigarh 160047

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	MEGRI SOFT LIMITED
2.	Name of the acquirer(s)	The disclosure is pursuant to the inter-se transfer of shares (consequent to the transmission upon the death of the promoter shareholder as per his Will) amongst the Promoter Group. The Transferee/ Acquirer in the above case is Mohnesh Kohli
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	The disclosure pertains to the inter-se transfer of shares consequent to the transmission upon the death of the promoter shareholder as per his Will, and the transferee/acquirer is the immediate relative and part of the Promoter Group of TC
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired:	Smt. Neena (Wife of Mohnesh Kohli)
	b. Proposed date of acquisition	On or after 25.12.2023
	c. Number of shares to be acquired from each person mentioned in 4(a) above	3,91,100 Equity Shares held by the Late Smt Neena, Wife of Mohnesh Kohli, promoter in the TC, will be transferred/ transmitted to the acquirer under Will.
	d. Total shares to be acquired as % of the share capital of TC	The transferee/acquirer will acquire 3,91,100 equity shares, constituting 12.45% of total share capital held by Late Smt Neena
	e. Price at which shares are proposed to be acquired	Not Applicable Inter Se Transfer- Transmission Shares are proposed to be transmitted due to the death of the promoter Shareholder as per his Will This is an off-market transaction is amongst the members of Promoter Group resulting from a Will left behind by Late Smt Neena Promoter of TC. Therefore, no consideration is involved in the proposed transfer/ transmission of shares
	f. Rationale, if any, for the proposed transfer	Inter Se Transfer- of shares consequent to the transmission upon the death of the

			promoter shareholder and the transferee/ acquirer are immediate relatives and part of the Promoter Group of TC. Shares will be transferred and transmitted to the immediate relative resulting from a Will left behind by the Late Smt Neena.			
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making an open offer		Regulation 10(1)(a)(i) & Regulation 10(g) of SEBI (SAST) Regulations, 2011			
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period		<p>Not Applicable</p> <p>Shares are proposed to be transferred/ transmitted upon the death of the promoter shareholder. This is in the nature of the transfer/ transmission of shares through an off-market transaction amongst the Promoter Group resulting from a Will left behind by the Late Smt Neena. Therefore, no consideration is involved in the proposed transfer/ transmission of shares.</p>			
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.		<p>Not Applicable</p> <p>Shares are proposed to be transferred/ transmitted upon the death of the promoter shareholder. This is in the nature of the transfer/ transmission of shares through an off-market transaction amongst the Promoter Group resulting from a Will left behind by the Late Smt Neena. Therefore, no consideration is involved in the proposed transfer/ transmission of shares.</p>			
8.	Declaration by the acquirer that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.		<p>Not Applicable</p> <p>Shares are proposed to be transferred/ transmitted upon the death of the promoter shareholder. This is in the nature of the transfer/ transmission of shares through an off-market transaction amongst the Promoter Group resulting from a Will left behind by the Late Smt Neena. Therefore, no consideration is involved in the proposed transfer/ transmission of shares.</p>			
9.	Declaration by the acquirer that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997).		Yes, The transferor and transferee have complied/ will comply with applicable disclosure requirements under Chapter V of the takeover regulations, 2011			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.		All conditions specified under Regulation 10 (1) (a) with respect to exemptions have been duly complied with.			
11.	Shareholding details		Before the proposed transaction		After the proposed transaction	
			No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC

	a.	Acquirer(s) and PACs (other than sellers)(*)				
		- Mohnesh Kohli	7,77,000	24.74	11,68,100	37.19
		- PACs other than sellers	11,87,100	37.80	11,87,100	37.80
	b.	Seller (s) /Transferer				
		- Smt Neena	3,91,100	12.45	NIL	NIL

Note:

- The above inter-se transfer transmission of shares will fall under the exemption under Regulation 10(1)(g) of SEBI (Substantial acquisition of shares and takeovers) Regulations, 2011. Due to abundant caution, we are filling this disclosure under regulation 10(1) (a)(i) also.



(Mohnesh Kohli)

Acquirer

Promoter of Megri Soft Limited

Place: Chandigarh

Date: 18.12.2023

To

Deputy General Manager, Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001 Email Id : corp.compliance@bseindia.com Scrip Code: 539012	Head- Listing & Compliance Metropolitan Stock Exchange of India Ltd. 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani junction, LBS Road, Kurla(West), Mumbai – 400070 Email Id: listingcompliance@msei.in Symbol: MEGRISOFT
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Dear Sir/Madam,

SUB: Disclosure under Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is in continuation of my disclosure, under regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011, made on 18 December 2023. Further to said disclosure,

I, Mohnesh Kohli S/o Late M.L.Kohli, being a promoter of Megri Soft Limited (Target Company), have acquired 3,91,100 equity shares consisting of 12.45% of the total share capital of the Target Company on 27 December 2023 by way of Inter-se transfer of shares consequent to the transmission upon the death of my wife (a Will made by my wife Late Smt Neena) Promoter of Target Company ('TC').

Inter-se transfer - transmission (resulting from Will left behind by Late Smt Neena, Promoter of the Company) of 3,91,100 equity shares from Late Smt Neena (Wife of Mohnesh Kohli) to Mr Mohnesh Kohli, Husband and a member of the Promoter Group of the TC.

This inter-se transfer/transmission of equity shares amongst the promoter group upon the death of the promoter shareholder falls within the exemption under Regulation 10(1)(a)(i) and Regulation 10(1)(g) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The aggregate shareholding of the Promoters and Promoters Group before and after the aforesaid inter-se transfer - Transmission shall remain the same.

In compliance with the provisions of Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find enclosed herewith the requisite disclosure in the prescribed format for Inter-se transfer of shares amongst promoters of Megri Soft Limited.

You are requested to take the above information on record and disseminate it on your respective websites.

Please take the same on record and acknowledge the receipt.

Thank you,

Yours Faithfully,



(Mohnesh Kohli)
Promoter of Megri Soft Limited
Acquirer

Dated: Dec 27, 2023

Place: Chandigarh

CC: Megri Soft Limited
SCO 80, Sector 47 D
Chandigarh 160047

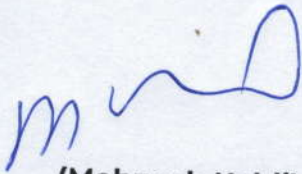
Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon the exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	MEGRI SOFT LIMITED	
2.	Name of the acquirer(s)	The disclosure is pursuant to the inter-se transfer of shares (consequent to the transmission upon the death of the promoter shareholder as per his Will) amongst the Promoter Group. The Transferee/ Acquirer in the above case is Mohnesh Kohli	
3.	Name of the stock exchange where shares of the TC are listed	Bombay Stock Exchange Limited Metropolitan Stock Exchange of India Limited	
4.	Details of the transaction, including rationale, if any, for the transfer/ acquisition of shares.	Inter Se Transfer- of shares consequent to the transmission upon the death of the promoter shareholder and the transferee/ acquirer are immediate relatives and part of the Promoter Group of TC. Shares will be transferred and transmitted to the immediate relative resulting from a Will left behind by the Late Smt Neena.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(i) read with Regulation 10(1)(g) of the of SEBI (SAST) Regulations,2011	
6.	Whether disclosure of the proposed acquisition was required to be made under regulation 10 (5), and if so, -whether disclosure was made and whether it was made within the timeline specified under the regulations. -date of filing with the stock exchange.	Yes Yes 18.12.2023	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a.	Name of the transferor/seller	Late Neena Yes
	b.	Date of acquisition	27.12.2023 Yes

	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	3,91,100 equity shares		Yes	
	d.	Total shares proposed to be acquired / actually acquired as a % of the diluted share capital of TC	3,91,100 equity shares/12.45%		Yes	
	e.	Price at which shares are proposed to be acquired / actually acquired	Not Applicable Inter Se Transfer-Transmission Shares are proposed to be transmitted due to the death of the promoter Shareholder as per his Will. This off-market transaction is amongst the members of Promoter Group, resulting from a Will left behind by the Late Smt Neena. Promoter of TC. Therefore, no consideration is involved in the proposed transfer/ transmission of shares.		Yes	
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a.	Acquirer(s) and PACs (other than sellers)(*)				
		- Mohnesh Kohli	7,77,000	24.74	11,68,100	37.19
		- PACs other than sellers	11,87,100	37.80	11,87,100	37.80
	b.	Seller (s)/Transferor				
		- Late Smt Neena	3,91,100	12.45	NIL	NIL

Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning the date & place. In case there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.
- The above inter-se transfer transmission of shares will fall under the exemption under Regulation 10(1)(g) of SEBI (Substantial acquisition of shares and takeovers) Regulations, 2011. Due to abundant caution, we are filling this disclosure under regulation 10(1)(a)(i) also.



(Mohnesh Kohli)
Promoter of Megri Soft Limited
Acquirer

Place: Chandigarh

Date: 27.12.2023

To,

Deputy General Manager, Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001 Email Id: corp.compliance@bseindia.com Scrip Code: 539012	Head- Listing & Compliance Metropolitan Stock Exchange of India Ltd. 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani junction, LBS Road, Kurla(West), Mumbai – 400070 Email Id: listingcompliance@msei.in Symbol: MEGRISOFT	Compliance officer Megri Soft Limited SCO 80, Sector 47, Chandigarh- 160047 Email Id: legal@megrisoft.com
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Dear Sir/Madam,

SUB: Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Madam,

Disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011. I, Mohnesh Kohli, submit relevant disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with the inter-se transfer-transmission (resulting from a Will left behind by Late Smt. Neena, Promoter of Company) of 3,91,100 (12.45%), equity shares from Smt. Neena (Wife of Mohnesh Kohli) to Mr Mohnesh Kohli, Husband and a Member of the Promoter Group of TC.

Please find enclosed the declaration under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in the prescribed form.

This is for your information & record, and kindly acknowledge us the same.

Thanking You,

Yours Faithfully.

(Mohnesh Kohli)
Promoter of Megri Soft Limited
Acquirer

Dated 27.12.2023
Place: Chandigarh

Format for disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	MEGRI SOFT LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: Mohnesh Kohli PAC with the Acquirer : 1. Mohnesh Kohli HUF 2. Aprajita Kohli 3. Austin Kohli 4. Greenwich Fintech Private Limited		
Whether the acquirer belongs to Promoter/ Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited Metropolitan Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs : a) Shares carrying voting rights - Mohnesh Kohli - Mohnesh Kohli (HUF) - Aprajita Kohli - Austin Kohli - Late Smt Neena - Greenwich Fintech Private Ltd.	777000 715700 193000 254200 391100 24200	24.74% 22.79% 6.15% 8.09% 12.45% 0.77%	24.74% 22.79% 6.15% 8.09% 12.45% 0.77%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-		
c) Voting rights (VR) otherwise than by shares	-		
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-		
e) Total (a+b+c+d)	2355200	74.99%	74.99%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	3,91,100	12.45%	12.45%

b) VRs acquired /sold otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+d)	3,91,100	12.45%	12.45%
After the acquisition/sale, holding of acquirer along with PACs :			
a) Shares carrying voting rights			
- Mohnesh Kohli (Acquirer)	1168100	37.19%	37.19%
-Mohnesh Kohli (HUF)	715700	22.79%	22.79%
-Aprajita Kohli	193000	6.15%	6.15%
-Austin Kohli	254200	8.09%	8.09%
-Late Smt Neena	0	0	0
-Greenwich Fintech Private Ltd	24200	0.77%	0.77%
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	2355200	74.99%	74.99%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off Market		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	27 December 2023		
Equity share capital / total voting capital of the TC before the said acquisition / sale	31,40,700 Equity Shares		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	31,40,700 Equity Shares		
Total diluted share/voting capital of the TC after the said acquisition	31,40,700 Equity Shares		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



(Mohnesh Kohli)

**The promoter of Megri Soft Limited
Acquirer**

Dated 27.12.2023

Place: Chandigarh

Part-B***

Name of the Target Company: Megri Soft Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Acquirer:		
Mohnesh Kohli	Yes	AFXPK8720K
Persons Acting in Concert (PAC) with the acquirer:		
1. Mohnesh Kohli HUF	Yes	AALHM1682F
2. Aprajita Kohli	Yes	BEWPK1593K
3. Austin Kohli	Yes	DWIPK1808K
4. Greenwich Fintech Private Limited	Yes	AAJCG6102H



(Mohnesh Kohli)
Promoter of Megri Soft Limited
Acquirer

Dated 27.12.2023

CC: Megri Soft Limited
SCO 80, Sector 47 D
Chandigarh 160047

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

To,

Deputy General Manager, Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001 Email Id : corp.compliance@bseindia.com Scrip Code: 539012	Head- Listing & Compliance Metropolitan Stock Exchange of India Ltd. 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani junction, LBS Road, Kurla(West), Mumbai - 400070 Email Id: listingcompliance@msei.in Symbol: MEGRISOFT	Compliance officer Megri Soft Limited SCO 80, Sector 47, Chandigarh- 160047 Email Id: legal@megrisoft.com
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Dear Sir/Madam,

SUB: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Madam,

Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011. I, Mohnesh Kohli, submit relevant disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in connection with the inter-se transfer-transmission (resulting from a Will left behind by Late Smt. Neena, Promoter of Company) of 3,91,100 (12.45%), equity shares from Smt. Neena (Wife of Mohnesh Kohli) to Mr Mohnesh Kohli, Husband and a Member of the Promoter Group of TC.

Please find enclosed the declaration under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in the prescribed form.

This is for your information & record, and kindly acknowledge us the same.

Thanking You,

Yours Faithfully.

(Mohnesh Kohli)
Promoter of Megri Soft Limited
Acquirer
Dated 27.12.2023
Place: Chandigarh

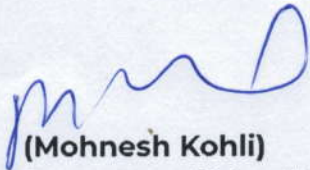
Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	MEGRI SOFT LIMITED		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<p>Acquirer: Mohnesh Kohli</p> <p>PAC with the Acquirer:</p> <ol style="list-style-type: none"> 1. Mohnesh Kohli HUF 2. Aprajita Kohli 3. Austin Kohli 4. Greenwich Fintech Private Limited 		
Whether the acquirer belongs to Promoter/ Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	<p>Bombay Stock Exchange Limited</p> <p>Metropolitan Stock Exchange of India Limited</p>		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights (Mohnesh Kohli)	7,77,000	24.74%	24.74%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-		
c) Voting rights (VR) otherwise than by shares	-		
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-		
e) Total (a+b+c+d)	7,77,000	24.74%	24.74%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold Transmission from Late Neena by Will	3,91,100	12.45%	12.45%
b) VRs acquired /sold otherwise than by shares			

c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
d) Shares encumbered / invoked/released by the acquirer			
e) Total (a+b+c+d)	3,91,100	12.45%	12.45%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	1,168,100	37.19%	37.19%
b) Shares encumbered with the acquirer	-	-	
c) VRs otherwise than by shares	-	-	
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	
e) Total (a+b+c+d)	1,168,100	37.19%	37.19%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off Market		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable (Transmission)	27th December 2023		
Equity share capital / total voting capital of the TC before the said acquisition / sale	31,40,700 Equity Shares		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	31,40,700 Equity Shares		
Total diluted share/voting capital of the TC after the said acquisition	31,40,700 Equity Shares		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



(Mohnesh Kohli)
Promoter of Megri Soft Limited
Acquirer
Dated 27.12.2023
Place: Chandigarh