

**MEGRI SOFT LIMITED**

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support@megrisoft.com www.megrisoft.com

CIN:L72200CH1992PLC011996

To,

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
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Dear Sir/Madam,**Subject: Outcome of Board Meeting - Un-Audited Financial Results (Standalone and Consolidated) for the Quarter and nine months ended 31.12.2023 & Other matter.**

Pursuant to the provisions of Regulation 33 read with Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company has, at its meeting held today i.e. on Thursday, February 8, 2024 at 3:00 PM and concluded at 5:00 P.M., inter alia, approved the following:

1. Unaudited Financial Results (Standalone and Consolidated) for the quarter and nine months ended 31st December 2023: We are enclosing herewith the following documents in this respect:
 - a. Unaudited Standalone & Consolidated Financial Results of the Company for the quarter and nine months ended December 31, 2023.
 - b. Limited Review Report on the Unaudited Standalone and Consolidated Financial Results of the Company for the quarter and nine months ended December 31, 2023 issued by M/s. Sanjay Arora & Associates, Statutory Auditors of the Company
2. Re-appointed M/S Beetal Financial & Computer Services Pvt. Ltd. as its Registrar and Transfer Agent (RTA) **from 08.02.2024 to 07.02.2027.**
3. Resignation of Mr. Ankur Mahindru (A.M & Associates) Practising Company Secretaries (Certificate of Practice No. 9951) from the post of Secretarial Auditor of the Company for the Financial Year 2023-24.

4. Appointment of M/s. R Malhotra & Associates, Practising Company Secretaries (Certificate of Practice No. 16634) as Secretarial Auditors for the financial year 2023-24 to Conduct Secretarial Audit of the Company

You are requested to take the above mentioned information on your records..

Thanking You,

**Yours Faithfully,
For Megri Soft Limited**

**(Manju Bala)
Company Secretary & Compliance Officer
M.No: ACS 67831**

**Date: 8th February 2024
Place: Chandigarh**



INDEPENDENT AUDITOR'S LIMITED REVIEW REPORT ON THE QUARTERLY AND YEAR TO DATE UNAUDITED STANDALONE FINANCIAL RESULTS OF MEGRI SOFT LIMITED PURSUANT TO THE REGULATION 33 OF THE SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS AMENDED

**Review Report to,
The Board of Directors,
Megri Soft Limited,**

1. We have reviewed the accompanying Statement of unaudited Standalone Financial Results of MEGRI SOFT LIMITED ("the Company") for the quarter ended December 31, 2023 and the year to date results for the period from April 01, 2023 to December 31, 2023 ("the Statement"), being submitted by the Company pursuant to the requirement of regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended ('the Regulation') including relevant circulars issued by the SEBI from time to time.
2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "*Interim Financial Reporting*" ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act') and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act as amended and as per the presentation requirements of the SEBI circular and other accounting principles generally accepted in India, has not disclosed the information required to be

disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Sanjay Arora & Associates

Chartered Accountants

ICAI Firm Registration Number: 008445N



CA Neelkant Gargya

Partner

Membership Number: 093624

Place of Signature: Chandigarh

Date: 08th February, 2024

ICAI UDIN: 24093624BKCSDE6524

MEGRI SOFT LIMITED
SCO 80, Sector 47D, Chandigarh -160047
CIN:L72200CH1992PLC011996, PAN: AABCC2466Q
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STATEMENT OF UNAUDITED STANDALONE PROFIT AND LOSS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2023

(Rs. in lakhs)

S. No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		December 31,2023	September 30,2023	December 31,2022	December 31,2023	December 31,2022	March 31,2023
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I	Revenue From Operations	72.98	35.27	43.24	152.51	134.71	189.79
II	Other income	1.79	1.97	5.68	4.95	15.21	15.94
III	Total Revenue (I+II)	74.77	37.24	48.92	157.46	149.92	205.73
IV	EXPENSES						
a)	Employees Benefit Expenses	13.65	8.41	8.60	29.32	21.84	29.38
b)	Finance Cost	0.00	0.00	0.00	0.00	0.00	0.00
c)	Depreciation & Amortization Expenses	2.64	1.79	1.79	6.22	5.25	7.04
d)	Other Expenses	34.62	17.67	22.51	74.36	74.20	103.42
	Total Expenses	50.91	27.87	32.90	109.90	101.29	139.84
V	Profit before exceptional items and tax from continuing operations (III-IV)	23.86	9.37	16.02	47.56	48.63	65.89
VI	Exceptional items	0.00	0.00	0.00	0.00	0.00	0.00
VII	Profit before tax (V-VI)	23.86	9.37	16.02	47.56	48.63	65.89
VIII	Tax Expenses						
a)	Current Tax	6.22	2.42	4.06	12.36	12.32	16.69
b)	Deferred Tax (Assets)/Liabilities	(0.02)	0.01	0.11	0.00	0.32	0.45
	Total Tax Expenses	6.20	2.43	4.17	12.36	12.64	17.14
IX	Net Profit for the period (after tax) (VII-VIII)	17.66	6.94	11.85	35.20	35.99	48.75
X	Other Comprehensive Income						
a)	Items that will not be reclassified subsequently to profit or (loss)						
	Equity Investment through other comprehensive income/(loss)	0.23	0.10	0.22	1.33	(7.61)	(6.37)
	Income tax relating to above	(0.06)	(0.02)	(0.06)	(0.34)	1.97	1.66
	Other Comprehensive Income/(Loss) (Net of taxes)	0.17	0.08	0.16	0.99	(5.64)	(4.71)
XI	Total Comprehensive Income (IX+X)	17.83	7.02	12.01	36.19	30.35	44.04
XII	Paid-up Equity Share Capital (face value of Rs. 10 per equity share)	314.07	314.07	314.07	314.07	314.07	314.07
XIII	Other equity excluding Revaluation Reserves as per	0.00	0.00	0.00	0.00	0.00	1770.27
XIV	Earning per Equity share of Rs. 10/- each (not annualised) :						
1)	Basic	0.56	0.22	0.38	1.12	1.14	1.55
2)	Diluted	0.56	0.22	0.38	1.12	1.14	1.55

Notes:

- The above standalone financial results for the quarter and nine months ended 31st December, 2023 which have been subjected to limited review by Statutory Auditors of the Company were reviewed by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on 8th February, 2024, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Statutory Auditors of the Company have expressed an unmodified audit opinion.
- The above standalone financial results have been prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.
- The Company has primarily one business segment of IT/ITES service and accordingly there is no separate reportable segment as per Ind AS -108 'Operating Segments' specified under section 133 of the Companies Act, 2013.
- The figures to the corresponding previous period have been regrouped/ reclassified wherever necessary, to make them comparable.

Date: February 8, 2024
Place: Chandigarh

By Order of the Board
Megri Soft Limited

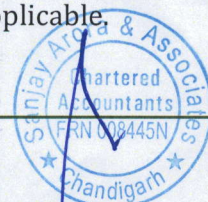
Rajesh Sharma
(Whole Time Director)
DIN: 02528435



INDEPENDENT AUDITOR'S LIMITED REVIEW REPORT ON THE QUARTERLY AND YEAR TO DATE UNAUDITED CONSOLIDATED FINANCIAL RESULTS OF MEGRI SOFT LIMITED PURSUANT TO THE REGULATION 33 OF THE SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AS AMENDED

**Review Report to
The Board of Directors,
Megri Soft Limited,**

1. We have reviewed the accompanying Statement of unaudited Consolidated Financial Results ('the Statement') of MEGRI SOFT LIMITED ('the Holding Company') and its subsidiary (the Holding and its subsidiary together referred to as "the Group") for the quarter ended December 31, 2023 and the year to date results for the period from April 01, 2023 to December 31, 2023 being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including relevant circulars issued by SEBI from time to time.
2. The Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act', and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.'
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 - "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. We also performed procedures in accordance with the SEBI Circular CIR/CFD/CMD1/44/2019 dated 29 March 2019, issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), to the extent applicable.

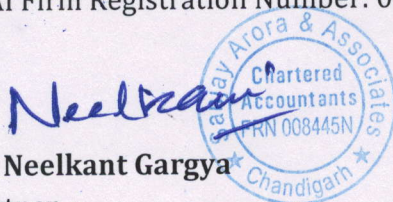


4. The Statement includes the result of one wholly owned subsidiary Megri Soft Limited incorporated with the Registrar of Companies of England and Wales.
5. We did not review the interim financial results of foreign subsidiary included in the consolidated unaudited financial results, includes total revenues of Rs 16.75 lakhs and 9.28 lakhs and total net profit after tax of Rs. 2.15 lakhs and 0.45 lakhs and total comprehensive income NIL and NIL for the quarter ended December 31, 2023 and for the quarter ended December 31, 2022 respectively. These interim financial results have not been reviewed by other auditors, and the unaudited financial statements have been furnished to us by the Management. Our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the unaudited financial statements furnished to us by Management. The procedures are performed by us as stated in paragraph 3 above. Our conclusion on the Statement is not modified in respect of the above matter.
6. Based on our review conducted and procedures performed as stated in paragraph 3 above nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and as per the presentation requirements of the SEBI Circular and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement. Our conclusion on the Statement is not modified in respect of the above matter.

For **Sanjay Arora & Associates**

Chartered Accountants

ICAI Firm Registration Number: 008445N



CA Neelkant Gargya

Partner

Membership Number: 093624

Place of Signature: Chandigarh

Date: 08th February, 2024

ICAI UDIN: 24093624BKCSDF9664

MEGRI SOFT LIMITED
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STATEMENT OF UNAUDITED CONSOLIDATED PROFIT AND LOSS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2023

(Rs. in lakhs)

S. No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		December 31, 2023	September 30, 2023	December 31, 2022	December 31, 2023	December 31, 2022	March 31, 2023
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
I	Revenue From Operations	89.73	51.52	52.52	199.84	167.58	241.28
II	Other income	1.79	1.97	5.68	4.95	15.21	15.94
III	Total Revenue (I+II)	91.52	53.49	58.20	204.79	182.79	257.22
IV	EXPENSES						
a)	Employees Benefit Expenses	20.78	15.03	9.82	49.82	41.02	56.47
b)	Finance Cost	0.00	0.00	0.00	0.00	0.00	0.00
c)	Depreciation & Amortization Expenses	2.86	2.00	1.89	6.87	5.54	7.46
d)	Other Expenses	41.08	24.73	29.90	93.41	86.15	123.78
	Total Expenses	64.72	41.76	41.61	150.10	132.71	187.71
V	Profit before exceptional items and tax from continuing operations (III-IV)	26.80	11.73	16.59	54.69	50.08	69.51
VI	Exceptional Items	0.00	0.00	0.00	0.00	0.00	0.00
VII	Profit before tax (V-VI)	26.80	11.73	16.59	54.69	50.08	69.51
VIII	Tax Expenses						
a)	Current Tax	7.01	3.06	4.18	14.18	12.64	17.47
b)	Deferred Tax (Assets)/Liabilities	(0.02)	0.01	0.11	0.00	0.32	0.45
	Total Tax Expenses	6.99	3.07	4.29	14.18	12.96	17.92
IX	Net Profit for the period (after tax) (VII-VIII)	19.81	8.66	12.30	40.51	37.12	51.59
X	Other Comprehensive Income						
a)	Items that will not be reclassified subsequently to profit or (loss)						
	Equity Investment through other comprehensive income/(loss)	0.23	0.10	0.22	1.33	(7.61)	(6.37)
	Income tax relating to above	(0.06)	(0.02)	(0.06)	(0.34)	1.97	1.66
	Other Comprehensive Income/(Loss) (Net of taxes)	0.17	0.08	0.16	0.99	(5.64)	(4.71)
XI	Total Comprehensive Income (IX+X)	19.98	8.74	12.46	41.50	31.48	46.88
XII	Paid-up Equity Share Capital (face value of Rs. 10 per equity share)	314.07	314.07	314.07	314.07	314.07	314.07
XIII	Other equity excluding Revaluation Reserves as per	0.00	0.00	0.00	0.00	0.00	1797.96
XIV	Earning per Equity share of Rs. 10/- each (not annualised) :						
1)	Basic	0.63	0.28	0.39	1.29	1.18	1.64
2)	Diluted	0.63	0.28	0.39	1.29	1.18	1.64

Notes:

- The consolidated financial results also include the results of wholly owned subsidiary i.e Megrisoft Limited in UK (together referred as "Group").
- The above Consolidated financial results for the quarter and nine months ended 31st December, 2023 which have been subjected to limited review by Statutory Auditors of the Company were reviewed by the Audit Committee and subsequently approved by the Board of Directors at its meeting held on 8th february, 2024, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Statutory Auditors of the Company have expressed an unmodified audit opinion.
- The above consolidated financial results have been prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.
- The Group has primarily one business segment of IT/ITES service and accordingly there is no separate reportable segment as per Ind AS -108 'Operating Segments' specified under section 133 of the Companies Act, 2013.
- The figures to the corresponding previous period have been regrouped/ reclassified wherever necessary, to make them comparable.

Date: February 3, 2024

Place: Chandigarh

