

**MEGASOFT LIMITED**

[CIN: L72200TN1999PLC042730]

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**POSTAL BALLOT FORM**

Serial No.

1. Registered Folio No. / DP ID No. & Client ID No. * (* Applicable to member(s) holding in dematerialized form)		
2. Name(s) and Registered Address of the Sole / First Named member including Joint-holders, if any (in block Letters)		
3. Number of Shares held		
<b>ELECTRONIC VOTING PARTICULARS</b> (Please read the e-voting instructions given overleaf before exercising the e-vote)		
EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD
141117007		PLEASE ENTER THE PAN AND DATE OF BIRTH OR BANK ACCOUNT NO.

I / We hereby exercise my/our vote in respect of the Special/Ordinary Resolutions to be passed through postal ballot for the business stated in the notice of the company by sending my/our assent or dissent to the said resolution by placing (✓) mark at the appropriate box below.

Item No.	Brief Particulars of the Item	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Borrowing limits of the Company u/s 180(1)(c) of the Companies Act, 2013.			
2.	Creation of security on the assets of the Company u/s 180(1)(a) of the Companies Act, 2013.			
3.	Inter-corporate Loans/investments/guarantee u/s 186 of the Companies Act, 2013.			
4.	Related Party transactions u/s 188 of the Companies Act, 2013.			
5.	Alteration of Memorandum of Association u/s 13 of the Companies Act, 2013.			
6.	Amendment of articles of association u/s 14 of the Companies Act, 2013.			
7.	Appointment of Mr. R. Janardhana Reddy as Independent Director u/s 149, 152 of the Companies Act, 2013.			
8.	Appointment of Mr. Anil Kumar Sood as Independent Director u/s 149, 152 of the Companies Act, 2013.			
9.	Appointment of Mr. Anish Mathew as Independent Director u/s 149, 152 of the Companies Act, 2013.			

Place:

Date:

(Signature of the shareholder)

**Note:** Please read the instruction carefully before exercising your vote.

## INSTRUCTIONS

- (1) The voting rights for the Equity Shares of the Company are one vote per Equity Share, registered in the name of the shareholder.
- (2) Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on November 14, 2014 (cut-off date).
- (3) Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate by the duly authorised person.
- (4) Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- (5) Voting period commences on and from 24 November 2014 and ends on 23 December 2014.
- (6) Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting
- (7) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

### INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

- (1) A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent or dissent in the enclosed Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- (2) The self-addressed business reply envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
- (3) The Postal Ballot Form should be signed by the Shareholder as per the specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/Depository by the first named shareholder and in his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the Shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- (4) In case of Equity Shares held by the shareholders other than individual shareholders, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the Registrar and Share Transfer Agent or it should be accompanied by a certified copy of Board Resolution/authority and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- (5) Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours of 23 December 2014. Postal Ballot Form received after this date will be treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- (6) Shareholders are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- (7) There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- (8) In case a Member is desirous of obtaining a printed postal ballot form or a duplicate, he or she may send an e-mail to investors@megasoft.com.
- (9) The votes should be cast either in favour of or against by putting the tick mark in the column provided for assent or dissent. Postal Ballot Form bearing in both the columns will render the Form invalid.
- (10) Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected.

### INSTRUCTIONS FOR E-VOTING

#### The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 24 November 2014 and ends on 23 December 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14 November 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID,
  - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

#### For Members holding shares in Demat Form and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. (Sequence number has been provided as Serial Number (SL NO.) in the Address Label)</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will directly reach the Company selection screen. However, members holding shares in demat form will not reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).