



MEGASOFT LIMITED

CIN : L24100TN1999PLC042730
8th Floor, Unit No. 801-B
Jain Sadguru Image's Capital Park
Plot No. 1, 28 & 29, 98/4/1 to 13
Image Gardens Rd, Madhapur
Hyderabad, Telangana 500081
Tel: +91-40-29320407
Email: investors@megasoft.com
website : www.megasoft.com

To,

Date: March 10, 2025

| | |
|--|--|
| BSE Limited Phiroze JeeJee Bhoj Towers Dalal Street, Fort Mumbai 400001 Scrip Code: 532408 | National Stock Exchange of India Limited Exchange Plaza Bandra-Kurla Complex, Bandra(E) Mumbai 400051 Symbol: MEGASOFT |
|--|--|

Dear Sir,

Sub: Disclosure of Voting Results under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) 2015 & Scrutinizer Report on remote e-voting for the Postal Ballot Notice dated 5th February, 2025

In terms of Section 108 and 110 of the Companies Act, 2013 read with rule 20 and rule 22 of Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, the Company had provided facility to its members holding shares as on cut-off date i.e., **Friday, 31st January, 2025**, to exercise their right to vote by electronic means on the business specified in the notice of Postal Ballot dated 5th February, 2025 through remote e-voting which was commenced on Friday, 7th February, 2025 at 9.00 am (IST) and ended on Saturday, 8th March, 2025 at 5.00 pm (IST).

In this regard, enclosed the following documents:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure- A.**
2. Report of Scrutinizer dated 10th March, 2025, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) of the Companies (Management and Administration) Rules, 2014 as **Annexure- B.**

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,

For Megasoft Limited

.....
Thakur Vishal Singh
Company Secretary & Compliance Officer

**MEGASOFT LIMITED**

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Annexure-A

| Details as per Regulation 44(3) of SEBI(LODR) Regulations,2015 | |
|--|---|
| Name of the Company | MEGASOFT LIMITED |
| Date of declaration of results of Postal Ballot | 10th March, 2025 |
| e-voting Start date and time | Friday, 7th February, 2025 at 9.00 am (IST) |
| e-Voting end date and time | Saturday, 8th March, 2025 at 5.00 pm (IST) |
| Total No. of Shareholders as on cut-off date i.e., 31st January, 2025 | 34,546 |
| No. of Shareholders present in meeting in person | Not Applicable |
| Proxies received for Individual shareholders | Not Applicable |
| No. of Non-Individual Shareholders who's Authorized Representatives attended the Meeting through Video Conferencing | Not Applicable |
| No. of Individual Shareholders who attended the meeting through Video Conferencing | Not Applicable |
| Mode of E-voting | Remote E-voting |

NAME OF THE COMPANY: MSL-MEGASOFT LTD

1.Special Resolution:Appointment of Dr. Uma Garimella (DIN: 02847624) as an Independent Director (Woman) of the Company for a term of five consecutive years w.e.f. December 20, 2024.

| Resolution Required:(Ordinary/Special) | | | | Special Resolution | | | | | |
|--|------------------|-------------------|--------------------|--|-----------------------|---------------------|-------------------------------|-----------------------------------|-------------|
| Whether promoter/ promoter groups are interested in the agenda/resolution? | | | | No | | | | | |
| PARTICULARS | MODE OF VOTING | NO OF SHARES HELD | NO OF VOTES POLLED | % OF SHARES POLLED ON OUTSTANDING SHARES | NO OF VOTES IN FAVOUR | NO OF VOTES AGAINST | % OF VOTES IN FAVOUR ON VOTES | % OF VOTES AGAINST ON VOTE POLLED | |
| | | (1) | (2) | (3)=(2/1)*100 | (4) | (5) | (6)=(4/2)*100 | (7)=(5/2)*100 | |
| PROMOTER AND PROMOTER-GROUP | E-VOTING | 25873115 | 25873115 | 100 | 25873115 | 0 | 100 | 0 | |
| | POLL | | 0 | 0 | 0 | 0 | 0 | 0 | |
| | POSTAL BALLOT | | 0 | 0 | 0 | 0 | 0 | 0 | |
| | VENUE-VOTING | | 0 | 0 | 0 | 0 | 0 | 0 | |
| | SUB TOTAL | | 25873115 | 25873115 | 100 | 25873115 | 0 | 100 | 0 |
| PUBLIC-INSTITUTIONS | E-VOTING | 105203 | 0 | 0 | 0 | 0 | 0 | 0 | |
| | POLL | | 0 | 0 | 0 | 0 | 0 | 0 | |
| | POSTAL BALLOT | | 0 | 0 | 0 | 0 | 0 | 0 | |
| | VENUE-VOTING | | 0 | 0 | 0 | 0 | 0 | 0 | |
| | SUB TOTAL | | 105203 | 0 | 0 | 0 | 0 | 0 | 0 |
| PUBLIC-NON INSTITUTIONS | E-VOTING | 47791723 | 1881387 | 3.94 | 1855456 | 25931 | 98.62 | 1.38 | |
| | POLL | | 0 | 0 | 0 | 0 | 0 | 0 | |
| | POSTAL BALLOT | | 0 | 0 | 0 | 0 | 0 | 0 | |
| | VENUE-VOTING | | 0 | 0 | 0 | 0 | 0 | 0 | |
| | SUB TOTAL | | 47791723 | 1881387 | 3.94 | 1855456 | 25931 | 98.62 | 1.38 |
| GRAND TOTAL | | 73770041 | 27754502 | 37.62 | 27728571 | 25931 | 99.91 | 0.09 | |



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SCRUTINIZER'S REPORT (POSTAL BALLOT THROUGH REMOTE E-VOTING)

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman

MEGASOFT LIMITED

CIN: L24100TN1999PLC042730

Registered Office:

No. 85, Kutchery Road, Mylapore,
Chennai – 600 004.

Dear Sir,

Subject: Scrutinizer's Report

I, M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries had been appointed as a Scrutinizer by the Board of Directors of **MEGASOFT LIMITED** ("the Company") for the purpose of Scrutinizing the process of postal ballot through remote e-Voting ("Voting through Electronic means or e-Voting") under the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") read with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard, for ascertaining the requisite majority on voting in respect of the following resolution as set out in the postal ballot Notice;

- a. **Special Resolution** for appointment of Dr. Uma Garimella (DIN: 02847624) as an Independent Director (Woman) of the Company for a term of five consecutive years w.e.f. December 20, 2024.

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules made thereunder including the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India relating to e-voting for the resolution as set out in the postal ballot notice dated Wednesday, February 05, 2025. My responsibility as a Scrutinizer was to ensure that the e-voting process is





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conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes casted "in favor" or "against", if any, on the resolution stated in the postal ballot notice, based on the report generated from the e-voting system provided by M/s Central Depository Services (India) Limited (CDSL), engaged by the Company to provide e-voting facility.

2. The Company has on Wednesday, February 05, 2025, sent the postal ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs (MCA) vide General Circular No. 09/2024 dated September 19, 2024 to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on Friday, January 31, 2025 (cut-off date). The said postal ballot Notice contained the procedure for e-Voting by members as required under the Act, Rules and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. In accordance with the postal ballot Notice dated Wednesday, February 05, 2025 dispatched to Members by electronic mode on Wednesday, February 05, 2025 and the 'Advertisement' pursuant to the Rules published on Friday, February 07, 2025 the e-Voting commenced at 09:00 am on Friday, February 07, 2025 and ended at 05:00 pm on Saturday, March 08, 2025. The e-Voting facility was provided by Central Depository Services (India) Limited (CDSL).
4. The Members holding shares as on Friday, January 31, 2025, i.e. cut-off date, were entitled to vote on the resolution stated in the postal ballot Notice.
5. The votes were unblocked at 05.01 pm on Saturday, March 08, 2025 in the presence of Mr. K. Janakiraman and Mr. H. Kishore Kumar, who are not in the employment of the company and the e-Voting data/results were downloaded from the e-Voting website of CDSL (www.evotingindia.com).
6. The downloaded e-Voting data/results were scrutinized and reviewed, the votes were counted and the results were prepared.
7. Based on the data downloaded from CDSL e-Voting system, the total votes cast in favor or against the resolution proposed in the post ballot Notice are as under:





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Resolution 1:

Appointment of Dr. Uma Garimella (DIN: 02847624) as an Independent Director (Woman) of the Company for a term of five consecutive years w.e.f. December 20, 2024.

Passed as a **Special Resolution** as follows:

| Mode of Voting | Total Valid e-Voting casted (3)+(6) | Favor | | | Against | | | Total % of valid votes in Favor & Against (5)+(8) |
|----------------|-------------------------------------|--------------------|------------------------|--------------|--------------------|------------------------|------|---|
| | | Number of e-Voting | Number of shares Voted | % | Number of e-Voting | Number of shares Voted | % | |
| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) |
| e-Voting | 134 | 118 | 27728571 | 99.91 | 16 | 25931 | 0.09 | 100 |

Note: There were no invalid or abstained votes for the above said resolution.





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8. Based on the aforesaid results, I report that the Resolution as set out in the postal ballot Notice dated Wednesday, February 05, 2025 have been passed with requisite majority on Saturday, March 08, 2025.
9. The electronic data and all other relevant records relating to e-Voting are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely after the Chairman considers, approves and signs the minutes of Postal Ballot conducted through remote E-Voting.

Thanking You,
Yours faithfully,
For **M Damodaran & Associates LLP**

M

Damodaran

Digitally signed by M
Damodaran
Date: 2025.03.10
12:29:08 +05'30'

Place: Chennai
Date: March 10, 2025

M. Damodaran
Managing Partner
COP No.: 5081
Membership No.: 5837
FRN: L2019TN006000
PR 3847/2023
ICSI UDIN: F005837F004076717

Counter signed by
For **MEGASOFT LIMITED**

Thakur Vishal Singh
Company Secretary & Compliance Officer

