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M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.
Mobile:98412 81693

CONSOLIDATED SCRUTINIZER'S REPORT

(REMOTE E VOTING AND POSTAL BALLOT)

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of **15th Annual General Meeting** of the Equity Shareholders of **MEGASOFT LIMITED** held on the **23rd September, 2015** at 10.00 A.M at Sri Thyaga Brahma Gana Sabha (Vani Mahal), No.103,G N Chetty Road, T.Nagar, Chennai - 600 017.

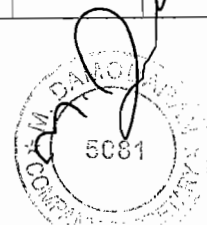
1. I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramni 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of **MEGASOFT LIMITED** (the company) for the purpose of :
 - (i) Scrutinizing the e-voting process (remote e- voting) under the provisions of Section 108 of The Companies Act 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and
 - (ii) Poll through Ballot paper under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 15th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the **23rd September, 2015** at 10.00 A.M at Sri Thyaga Brahma Gana Sabha (Vani Mahal), No.103,G N Chetty Road, T.Nagar, Chennai - 600 017.





2. The management of the Company is responsible to ensure the compliance with the requirement of The Companies Act 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by Poll by way of ballot paper at the AGM] for the resolutions contained in the Notice to the 15th AGM of the Equity Shareholders of the company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and Poll by way of Ballot paper at AGM) is restricted to make a consolidated scrutinizer's report of the votes cast "in favor" or "against" the resolution as stated in the notice, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.
3. I submit herewith my Consolidated scrutinizers report on the results of voting through electronic means i.e. by remote e voting and Poll by way of Ballot papers at the AGM as under:

MEGASOFT LIMITED E VOTING & INSTA POLL REPORT											
Resolution	Mode	Ballots Received	Favour			Against			Invalid		
			Ballots	Votes	Percentage	Ballots	Votes	Percentage	Ballots	Votes	Percentage
Item No. 1: i) the audited financial statements and the reports of the Board of Directors and Auditors thereon for the 15 months period ended 31 st March 2015 ii) the audited Consolidated Financial statements of the Company for the 15 months	E VOTING	23	22	11795227	99.7665	1	62	0.0005	-	-	-
	INSTA POLL	21	19	1053	0.0089	2	26494	0.2240	-	-	-
	TOTAL	44	41	11796280	99.7754	3	26556	0.2245	-	-	-





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period ended 31 st March 2015 (As an Ordinary resolution)												
Item No. 2: To appoint a Director in place of Mr.D Sudhakar Reddy (DIN-00047707), who retires by rotation and, being eligible offers himself for re-appointment. (As an Ordinary resolution)	E VOTING	23	20	11689509	98.8723	3	105780	0.8947	-	-	-	
	INSTA POLL	21	18	1043	0.0088	3	26504	0.2241	-	-	-	
	TOTAL	44	38	11690552	98.8811	6	132284	1.1188	-	-	-	
Item No. 3: To appoint a Director in place of Mr GV Kumar (DIN-00059107), who retires by rotation and, being eligible offers himself for re-appointment. (As an Ordinary resolution)	E VOTING	24	22	13095134	99.7889	2	155	0.0011	-	-	-	
	INSTA POLL	21	19	1053	0.0080	2	26494	0.2019	-	-	-	
	TOTAL	45	41	13096187	99.7969	4	26649	0.2030	-	-	-	
Item No. 4: To appoint M/s Srikanth & Shanthi Associates, Chartered Accountants [ICAI Firm Registration No.004006S], Chennai, and M/s TN Rajendran & Co., Chartered Accountants [ICAI Firm Registration No.005080S],	E VOTING	23	21	11795226	99.7665	2	63	0.0005	-	-	-	
	INSTA POLL	21	19	1053	0.0009	2	26494	0.2241	-	-	-	
	TOTAL	44	40	11796279	99.7674	4	26557	0.2246	-	-	-	



Chennai as the joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the Seventeenth (17th) AGM of the Company to be held in the year 2017 (As an Ordinary resolution)												
Item No. 5: To authorize the Board to appoint from time to time Branch Auditors of any Branch office of the Company, whether existing or which may be opened/acquired hereafter outside India, based on the recommendation of the Audit / Risk & Compliance Committee, in consultation with the Company's Auditors. (As an Ordinary resolution)	E VOTIN G	23	22	11795227	99.7665	1	62	0.0005	-	-	-	
	INSTA POLL	21	19	1053	0.0089	2	26494	0.2241	-	-	-	
	TOTAL	44	41	11796280	99.7754	3	26556	0.2246	-	-	-	
Item No.6: To appoint Ms Leona Ambuja(DIN-07138817) who	E VOTIN G	23	20	11795133	99.7657	3	156	0.0013	-	-	-	





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was appointed as an Additional Director as an Independent Woman Director of the Company not liable to retire by rotation. (As an Ordinary resolution)	INSTA POLL	21	19	1053	0.0089	2	26494	0.2241	-	-	-
	TOTAL	44	39	11796186	99.7746	5	26650	0.2254	-	-	-

4. The electronic data and all other relevant records relating to e voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully,



M. Damodaran
Practicing Company Secretary
Membership No. 5837

Place: Chennai

Date: 24.09.15