



MEGASOFT LIMITED

CIN: L72200TN1999PLC042730

85, Kutchery Road, Mylapore
Chennai - 600 004.

Tel: +91 (44) 2461 6768

Fax: +91 (44) 2461 7810

www.megasoft.com

Date: 29th July 2017

BSE Limited

Phiroze JeeJee Bhoy Towers
Dalal Street, Fort
Mumbai 400001

National Stock Exchange of India Limited

Exchange Plaza
Bandra-Kurla Complex, Bandra(E)
Mumbai 400051

Scrip Code: 532408

Symbol: MEGASOFT

Sub: Regulation 30 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings and details of voting results of the 17th Annual General Meeting of the Company respectively

Dear Sir's,

We hereby inform that the 17th Annual General Meeting ('AGM') of the Company was held on July 28, 2017 and the business mentioned in the Notice dated May 30, 2017 were transacted. The 17th AGM commenced at 9.00am and concluded at 10.30 am

In this regard, Please find enclosed the following-

- 1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – I**
- 2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – II.**
- 3) Report of Scrutinizer dated July 29th 2017, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thanking you,

Yours Sincerely,
For Megasoft Limited


Rakhee Jain

Company Secretary & Compliance Officer



ANNEXURE –I

Summary of Proceedings of 17th Annual General Meeting (AGM) of the Company

MEGASOFT LIMITED

The 17th Annual General Meeting (AGM) of the members of Megasoft Limited (“the Company”) was held on Friday, 28th day of July, 2017 at 9.00 A.M at Vani Mahal, 103, G.N.Road, T.Nagar, Chennai-600017. Mr: GV Kumar (Managing Director) chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. All the Directors attended the Meeting.

The Chairman delivered his speech and shared the accomplishment and success achieved in the year to the members present in the meeting. He informed the members that the Company had provided E-voting facility and those who were present at the AGM, who had not casted their vote electronically were provided an opportunity to cast their votes in the meeting. Ms. Rakhee Jain, Company Secretary was asked to read the Auditors Report of the Company.

The following items of business, as per the Notice of AGM dated July 28, 2017, were transacted at the meeting.

S. no	Agenda	Resolution Required (Ordinary/Special)	Mode of Voting	Remarks
1	Adoption of Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors ('the Board') and Auditors thereon.	Ordinary	E-voting and Ballot Paper at the AGM	Passed with requisite Majority
2	Re-appointment of Mr. D Sudhakar Reddy (DIN-00047707) , who retires by rotation	Ordinary	E-voting and Ballot Paper at the AGM	Passed with requisite Majority
3	Re-appointment of Mr. GV Kumar (DIN-00059107), who retires by rotation	Ordinary	E-voting and Ballot Paper at the AGM	Passed with requisite Majority
4	Appointment of Statutory Auditors	Ordinary	E-voting and Ballot Paper at the AGM	Passed with requisite Majority
5	Appointment of Branch Auditor	Ordinary	E-voting and Ballot Paper at the AGM	Passed with requisite Majority



Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed M/s Damodaran & Associates, Practising Company Secretaries as the Scrutinizer to supervise the e-voting and ballot voting process. The Chairman authorized Ms. Rakhee Jain, Company Secretary & Compliance Officer to notify the results of voting to the stock exchanges whereupon the Company's shares are listed.

The Scrutinizers Report from M/s Damodaran & Associates, Company Secretaries was received and accordingly all the resolutions as set out in the notice were declared as passed.

This is for your information and records.

Thanking you,

Yours Sincerely,
For Megasoft Limited



Rakhee Jain

Company Secretary & Compliance Officer





MEGASOFT LIMITED

CIN: L72200TN1999PLC042730

85, Kutchery Road, Mylapore
Chennai - 600 004.

Tel: +91 (44) 2461 6768

Fax: +91 (44) 2461 7810

www.megasoft.com

Annexure – II

Details as per Regulation 44(3) of SEBI (LODR), Regulations, 2015	
Name of the Company	MEGASOFT LIMITED
Date of the AGM	28/07/2017
Total number of shareholders as on record date	26032
No. of shareholders present in the meeting in Person	473
Proxies received for individual shareholders	02
Authorised Representatives	Nil
No of shareholders who attended the meeting through Video Conferencing	Not applicable
Mode of Voting	E-voting + Poll



VOTING RESULTS AS REQUIRED UNDER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015

1. Ordinary Business: To consider and adopt: (i) Audited Financial Statements and Report of the Board of Directors and Auditors thereon (ii) Audited Consolidated Financial statements and

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the								
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 POLLED	% 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	3203956	3200894	99.9	3200894	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	SUB TOTAL		3203956	3200894	99.9	3200894	0	100
PUBLIC-INSTITUTIONS	E-VOTING	3875225	3762375	97.09	3762375	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	SUB TOTAL		3875225	3762375	97.09	3762375	0	100
PUBLIC-NON INSTITUTIONS	E-VOTING	37188112	6787539	18.25	6784839	2700	99.96	0.04
	POLL		1	0	1	0	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL		37188112	6787540	18.25	6784840	2700	99.96
GRAND TOTAL		44267293	13750809	31.06	13748109	2700	99.98	0.02

2. Ordinary Business: Re-appointment of Mr. D Sudhakar Reddy (DIN-00047707), who retires by rotation

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the								
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 POLLED	% 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	3203956	3200894	99.9	3200894	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	SUB TOTAL		3203956	3200894	99.9	3200894	0	100
PUBLIC-INSTITUTIONS	E-VOTING	3875225	3762375	97.09	3762375	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	SUB TOTAL		3875225	3762375	97.09	3762375	0	100
PUBLIC-NON INSTITUTIONS	E-VOTING	37188112	6787539	18.25	6784839	2700	99.96	0.04
	POLL		1	0	1	0	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL		37188112	6787540	18.25	6784840	2700	99.96
GRAND TOTAL		44267293	13750809	31.06	13748109	2700	99.98	0.02



3. Ordinary Business: Re-appointment of Mr. GV Kumar (DIN-00059107), who retires by rotation

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the								
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 POLLED	% 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	3203956	3200894	99.9	3200894	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	SUB TOTAL		3203956	3200894	99.9	3200894	0	100
PUBLIC-INSTITUTIONS	E-VOTING	3875225	3762375	97.09	3762375	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	SUB TOTAL		3875225	3762375	97.09	3762375	0	100
PUBLIC-NON INSTITUTIONS	E-VOTING	37188112	6787539	18.25	6784553	2986	99.96	0.04
	POLL		1	0	1	0	100	0
	POSTAL_BALLOT		0	0	0	0	0	
	SUB TOTAL		37188112	6787540	18.25	6784554	2986	99.96
GRAND TOTAL		44267293	13750809	31.06	13747823	2986	99.98	0.02

4. Ordinary Business: Appointment of Statutory Auditors

Resolution Required:(Ordinary/Special)		Ordinary Resolution						
Whether promoter/ promoter groups are interested in the								
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 POLLED	% 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	3203956	3200894	99.9	3200894	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	SUB TOTAL		3203956	3200894	99.9	3200894	0	100
PUBLIC-INSTITUTIONS	E-VOTING	3875225	3762375	97.09	3762375	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	SUB TOTAL		3875225	3762375	97.09	3762375	0	100
PUBLIC-NON INSTITUTIONS	E-VOTING	37188112	6787539	18.25	6784839	2700	99.96	0.04
	POLL		1	0	1	0	100	0
	POSTAL_BALLOT		0	0	0	0	0	
	SUB TOTAL		37188112	6787540	18.25	6784840	2700	99.96
GRAND TOTAL		44267293	13750809	31.06	13748109	2700	99.98	0.02



5.Special Business:Appointment of Branch auditor

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the								
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 POLLED	% 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	3203956	3200894	99.9	3200894	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	3203956	3200894	99.9	3200894	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	3875225	3762375	97.09	3762375	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	3875225	3762375	97.09	3762375	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	37188112	6787539	18.25	6784839	2700	99.96	0.04
	POLL		1	0	1	0	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	37188112	6787540	18.25	6784840	2700	99.96	0.04
GRAND TOTAL		44267293	13750809	31.06	13748109	2700	99.98	0.02



New No.6, Old No.12,
Appavoo Gramani 1st Street,
Mandaveli,
(Opp. to Church Near by BSNL Office)
Chennai - 600 028.
Ph : 044-4360 1111
E-mail : secretarial@mdassociates.co.in
accounts@mdassociates.co.in



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& INSTA POLL)

Form No. MGT 13

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended and the provisions
of Regulation 44 of the SEBI LODR, Regulations 2015]

To,

The **Chairman** of 17thAnnual General Meeting of the Equity Shareholders of M/s MEGASOFT LIMITED (CIN: L72200TN1999PLC042730) held on 28th day of July 2017(Friday)at 9.00 AM at Sri Thyaga Brahma Gana Sabha (VaniMahal), No.103, G N Road, T Nagar, Chennai 600017.

Dear Sir,

1.I, M.Damodaran, Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Velayudaraja Street, Mandavelipakkam, Raja Annamalai Puram, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of M/s 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 the provisions of Regulation 44 of the SEBI LODR, Regulations 2015.

(ii) Poll through Ballot paper (Insta Poll) 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 17thAnnual General Meeting (AGM) of the Equity Shareholders of the Company, held on 28th day of July 2017(Friday) at 9.00 AM at Sri Thyaga Brahma Gana Sabha (Vani Mahal), No.103, G N Road, T Nagar, Chennai 600017.

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 Ballot paper (Insta Poll) at the AGM] for the resolutions contained in the Notice to the 17thAGM 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 Insta Poll at AGM) is restricted to make a consolidated scrutinizer's report of the vote cast "in favor" or "against" the resolution Stated above, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.

Results of E-Voting and Insta Poll of M/s MEGASOFT LIMITED

Item No: 1

Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors & Audited Consolidated Financial Statements for the FY 2016-17.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	1	1	1	100	0	0	0	100
E-Voting	27	26	13748108	99.98	1	2700	0.02	100
Total	28	27	13748109	99.98	1	2700	0.02	100

Details of Abstained votes:

Mode of Voting	Number of Poll & e-voting	Number of shares
Insta Poll	0	0
E-Voting	0	0
Total	0	0

M. Damodaran



Item No: 2

Re-appointment of Mr D Sudhakar Reddy (DIN-00047707) as Director, who retires by rotation.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls& e-voting	Number of shares Voted	%	Number of Polls& e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	1	1	1	100	0	0	0	100
E-Voting	27	26	13748108	99.98	1	2700	0.02	100
Total	28	27	13748109	99.98	1	2700	0.02	100

Details of Abstained votes:

Mode of Voting	Number of Poll & e-voting	Number of shares
Insta Poll	0	0
E-Voting	0	0
Total	0	0

M. Damodaran
5081
COMPANY SECRETARY



Item No: 3

Re-appointment of Mr GV Kumar (DIN-00059107) as Director, who retires by rotation.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls& e-voting	Number of shares Voted	%	Number of Polls& e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	1	1	1	100	0	0	0	100
E-Voting	27	25	13747822	99.98	2	2986	0.02	100
Total	28	26	13747823	99.98	2	2986	0.02	100

Details of Abstained votes:

Mode of Voting	Number of Poll & e-voting	Number of shares
Insta Poll	0	0
E-Voting	0	0
Total	0	0



Item No: 4

Appointment of M/s. N.C. Rajagopal & Co, Chartered Accountants [ICAI Firm Registration No.003398S], Chennai,as the statutory auditors of the Company.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls& e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	1	1	1	100	0	0	0	100
E-Voting	27	26	13748108	99.98	1	2700	0.02	100
Total	28	27	13748109	99.98	1	2700	0.02	100

Details of Abstained votes:

Mode of Voting	Number of Poll & e-voting	Number of shares
Insta Poll	0	0
E-Voting	0	0
Total	0	0

M. Damodaran



Item No: 5

Authorization for appointment of Branch Auditor and to fix their remuneration under the provisions of section 143(8) and other applicable provisions, if any, of the CA, 2013.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	1	1	1	100	0	0	0	100
E-Voting	27	26	13748108	99.98	1	2700	0.02	100
Total	28	27	13748109	99.98	1	2700	0.02	100

Details of Abstained votes:

Mode of Voting	Number of Poll & e-voting	Number of shares
Insta Poll	0	0
E-Voting	0	0
Total	0	0





M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



Note: There were no invalid votes in the above said Resolutions.

3. The electronic data and all other relevant records relating to e-voting & Insta Poll 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 & Associates
Practicing Company Secretary

Place: Chennai
Date: 29.07.2017