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M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



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Scrutinizer's Report on Postal Ballot
[Pursuant to section 108, 110 of the Companies Act, 2013 and
Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014]

To
The Chairman
MEGASOFT LIMITED,
NO.85, KUTCHERY ROAD
MYLAPORE
CHENNAI 600004

Dear Sir,

The Board of Directors of Megasoft Limited ("the Company") have vide resolution passed on November 14, 2014, decided to conduct the process of voting through postal ballot as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the resolutions as set out in the notice dated November 14, 2014 for obtaining approval of members of the Company.

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of Clause 35B(i) of the Listing Agreement as entered by the Company with the Stock Exchanges.

I, M. Damodaran, a Company Secretary in Practice, has been appointed as a SCRUTINIZER for the purpose of conducting the postal ballot voting process and e-voting process in a fair and transparent manner for obtaining approval of shareholders for the resolutions set out in the said POSTAL BALLOT NOTICE dated November 14, 2014.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot and electronic means on the resolutions contained in the POSTAL BALLOT NOTICE dated November 14, 2014. My responsibility as a scrutinizer for the said process is restricted to to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the POSTAL BALLOT NOTICE dated November 14, 2014, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and the physical postal ballot papers received by post.

The notice dated November 14, 2014 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the members of the Company.

The members of the Company holding shares as on November 14, 2014 were entitled to vote on the resolution proposed as set out in the POSTAL BALLOT NOTICE.

For M. DAMODARAN & ASSOCIATES
(Practicing Company Secretaries)
M. DAMODARAN - CP No.: 5081



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Further to the above, I submit my report as under:

- (i) The Company had provided facility of casting vote to the members of the Company through postal ballot voting process and also through electronic means.
- (ii) The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
- (iii) All Postal Ballot Forms received up to the close of the working hours on Tuesday, December 23, 2014, being the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for scrutiny for the purpose of this report.
- (iv) The Postal Ballot Forms were kept in my safe custody.
- (v) The e-voting period remained open from Monday, November 24, 2014 (9:00 A.M) to Tuesday, December 23, 2014 (6:00 P.M).
- (vi) The members of the Company as on the "cut-off" date i.e. November 14, 2014 were entitled to vote on the resolutions (item nos. 1 to 9 as set out in the POSTAL BALLOT NOTICE).
- (vii) At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
- (viii) Thereafter, the details containing inter alia, list of share holders, who voted "for" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited (CDSL) i.e. <https://www.evotingindia.co.in/> and based on such reports generated, the result of the e-voting were determined.
- (ix) I have scrutinized the votes cast through electronic means and also through physical ballot forms for the purpose of this report.
- (x) The particulars of all the electronic votes cast by the members through e-voting process and votes cast by the members through physical ballot forms have been recorded in a register (in electronic form) separately maintained for the purpose.

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Item-1:

Borrowing limits of the Company u/s 180(1)(c) of the Companies Act, 2013 – Special Resolution.

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	236	163,420	95.38	27	7,921	4.62	3	97,622
Voting through electronic means (e-voting)	60	13,061,957	96.44	5	481,507	3.56	0	0
Total	296	13,225,377	96.43	31	489,428	3.57	3	97,622

Item-2:

Resolution for Creation of security on the assets of the Company u/s 180(1)(a) of the Companies Act, 2013 – Special Resolution.

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	241	166,239	97.02	22	5,102	2.98	3	97,622
Voting through electronic means (e-voting)	60	14,830,775	96.86	7	481,566	3.14	0	0
Total	301	14,997,014	96.86	29	486,668	3.14	3	97,622

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Item-3:

Inter-corporate Loans / investments / guarantee u/s 186 of the Companies Act, 2013 – Special Resolution.

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	233	159,825	93.28	30	11,516	6.72	3	97,622
Voting through electronic means (e-voting)	49	7,393,385	92.64	8	587,241	7.36	0	0
Total	282	7,553,210	92.66	38	598,757	7.34	3	97,622

Item-4:

Related Party transactions u/s 188 of the Companies Act, 2013 – Special Resolution.

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	235	161,414	94.21	28	9,927	5.79	3	97,622
Voting through electronic means (e-voting)	50	7,499,079	93.97	7	481,547	6.03	0	0
Total	285	7,660,493	93.97	35	491,474	6.03	3	97,622

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Item-5:

Alteration of Memorandum of Association u/s 13 of the Companies Act, 2013 – Special Resolution.

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	240	165,876	96.81	23	5,465	3.19	3	97,622
Voting through electronic means (e-voting)	60	14,830,485	96.85	7	481,856	3.15	0	0
Total	300	14,996,361	96.85	30	487,321	3.15	3	97,622

Item-6:

Adoption of New set of Articles of Association u/s 14 of the Companies Act, 2013 – Special Resolution.

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	240	162,889	95.07	23	8,452	4.93	3	97,622
Voting through electronic means (e-voting)	61	14,830,516	96.85	6	481,825	3.15	0	0
Total	301	14,993,405	96.83	29	490,277	3.17	3	97,622

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Item-7:

Appointment of Mr R Janardhana Reddy (DIN: 02544300) as Independent Director u/s 149, 152 of the Companies Act, 2013 – Ordinary Resolution.

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	245	164,572	96.05	18	6,769	3.95	3	97,622
Voting through electronic means (e-voting)	61	13,521,026	99.83	5	22,500	0.17	0	0
Total	306	13,685,598	99.79	23	29,269	0.21	3	97,622

Item-8:

Appointment of Mr. Anil Kumar Sood (DIN: 00086577) as Independent Director u/s 149, 152 of the Companies Act, 2013 – Ordinary Resolution.

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	244	164,546	96.03	19	6,795	3.97	3	97,622
Voting through electronic means (e-voting)	58	13,062,427	96.45	8	481,099	3.55	0	0
Total	302	13,226,973	96.44	27	487,894	3.56	3	97,622

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Item-9:

Appointment of Mr. Anish Mathew (DIN: 02545538) as Independent Director u/s 149, 152 of the Companies Act, 2013 – Ordinary Resolution.

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	240	161,491	94.25	23	9,850	5.75	3	97,622
Voting through electronic means (e-voting)	58	12,859,581	95.64	7	586,375	4.36	0	0
Total	298	13,021,072	95.62	30	596,225	4.38	3	97,622

The Postal Ballot Forms and all other relevant records are being handed over to the Company Secretary authorized by the Board for safe keeping.

Recommendation: The resolution may be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting by Postal Ballot.

For **M Damodaran & Associates**



Place: Chennai
Date: 26/12/2014