



## MEGASOFT LIMITED

CIN : L72200TN1999PLC042730  
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Chennai - 600 004. India.  
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22 March 2016

**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

Dear Sirs

Re: Submission of voting results of Postal Ballot

This is further to our letter of 12 February 2016 and 19 February 2016 regarding the Postal Ballot Notice dated 12 February 2016 seeking their approval to the transactions listed therein, by postal ballot process pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management & Administration) Rules, 2014.

Based on the report of the Scrutinizer, the results of the postal ballot has been announced today by the Managing Director of the Company that the following items (resolutions) have been passed by requisite majority through postal ballot process.

Item No.	Brief Particulars of the Item	U/s of Companies Act 2013	Resolution type
(1)	Appointment of Mrs Uma Garimella as Independent Director	149 and 152	Ordinary Resolution
(2)	Re-appointment of Mr GV Kumar as the Managing Director for a period of three years w.e.f. 1 April 2016	196	Special Resolution
(3)	Re-appointment of Mr D Sudhakar Reddy as the Whole-time Director for a period of three years w.e.f. 1 April 2016	196	Special Resolution
(4)	To obtain authority for joint development / sale / transfer of assets (immovable properties) of the Company at Hyderabad and Vizag	180(1)(a)	Special Resolution
(5)	Reclassification of the promoter shareholding	Reg.31A of SEBI (LODR) Regulations, 2015	Special Resolution

In this regard, the Postal Ballot voting results in the prescribed format under regulation 44 of the SEBI (LODR) Regulations, 2015 and the Scrutinizers Report (combined) is attached.

Kindly acknowledge receipt.

Thanking you  
Very truly yours  
MEGASOFT LIMITED

GV Kumar  
Managing Director / Compliance Officer



CC: CDSL, Mumbai



As per Regulation 44(3) of The SEBI (LODR) Regulations, 2015

**RESULTS OF THE POSTAL BALLOT INCLUDING E-VOTING NOTICE DATED 12.02.2016**

Date of the General Meeting / declaration of Postal Ballot results / e-Voting Results	22-Mar-16
Total number of shareholders on record date i.e. 12 February 2016	24670
No. of shareholders cast their votes through Postal Ballot / e-Voting	293
Promoters and Promoter Group	3
Public	290
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	NA
Public	NA

**ITEM NO: 1: Appointment of Mrs Uma Garimella (DIN-02847624) as an Independent Director**

Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group 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 vote-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	99.90	3200894	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	3203956	0	0.00	0	0	0.00	0.00
	Total	3203956	3200894	99.90	3200894	0	100.00	0.00
Public- Institutions	E-Voting	4536794	4506304	99.33	4506304	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	4536794	0	0.00	0	0	0.00	0.00
	Total	4536794	4506304	99.33	4506304	0	100.00	0.00
Public- Non Institutions	E-Voting	36526543	5471652	14.98	5471490	162	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	36526543	693134	1.90	93344	599790	13.47	86.53
	Total	36526543	6164786	16.88	5564834	599952	90.27	9.73
<b>TOTAL</b>		<b>44267293</b>	<b>13871984</b>	<b>31.34</b>	<b>13272032</b>	<b>599952</b>	<b>95.68</b>	<b>4.32</b>

# Note: excludes votes rejected / abstained

Result - Resolution passed with requisite majority

**ITEM NO: 2 : Re-appointment of Mr GV Kumar (DIN-00059107) as Managing Director for a period of three years w.e.f. 1 April 2016**

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group 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 vote-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	99.90	3200894	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	3203956	0	0.00	0	0	0.00	0.00
	Total	3203956	3200894	99.90	3200894	0	100.00	0.00
Public- Institutions	E-Voting	4536794	4506304	99.33	4506304	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	4536794	0	0.00	0	0	0.00	0.00
	Total	4536794	4506304	99.33	4506304	0	100.00	0.00
Public- Non Institutions	E-Voting	36526543	3244726	8.88	3244471	255	99.99	0.01
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	36526543	693134	1.90	686754	6380	99.08	0.92
	Total	36526543	3937860	10.78	3931225	6635	99.83	0.17
<b>TOTAL</b>		<b>44267293</b>	<b>11645058</b>	<b>26.31</b>	<b>11638423</b>	<b>6635</b>	<b>99.94</b>	<b>0.06</b>

# Note: excludes votes rejected / abstained

Result - Resolution passed with requisite majority

*G. V. Kumar*



ITEM NO: 3: Re-appointment of Mr D Sudhakar Reddy as Whole-time Director for a period of three years w.e.f. 1 April 2016

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group 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 vote-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	99.90	3200894	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	3203956	0	0.00	0	0	0.00	0.00
	Total	3203956	3200894	99.90	3200894	0	100.00	0.00
Public-Institutions	E-Voting	4536794	4506304	99.33	4506304	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	4536794	0	0.00	0	0	0.00	0.00
	Total	4536794	4506304	99.33	4506304	0	100.00	0.00
Public- Non Institutions	E-Voting	36526543	5471637	14.98	5471382	255	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	36526543	693088	1.90	687508	5580	99.19	0.81
	Total	36526543	6164725	16.88	6158890	5835	99.91	0.09
TOTAL		44267293	13871923	31.34	13866088	5835	99.96	0.04

# Note: excludes votes rejected / abstained

Result - Resolution passed with requisite majority

ITEM NO: 4: To obtain authority for Joint Development / Sale / Transfer of Immovable Properties of the Company at Hyderabad and Vizag

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group 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 vote-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	99.90	3200894	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	3203956	0	0.00	0	0	0.00	0.00
	Total	3203956	3200894	99.90	3200894	0	100.00	0.00
Public-Institutions	E-Voting	4536794	3868000	85.26	3868000	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	4536794	0	0.00	0	0	0.00	0.00
	Total	4536794	3868000	85.26	3868000	0	100.00	0.00
Public- Non Institutions	E-Voting	36526543	5471652	14.98	5471469	183	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	36526543	693088	1.90	92596	600492	13.36	86.64
	Total	36526543	6164740	16.88	5564065	600675	90.26	9.74
TOTAL		44267293	13233634	29.89	12632959	600675	95.46	4.54

# Note: excludes votes rejected / abstained

Result - Resolution passed with requisite majority





ITEM NO: 5 : Re-classification of the Promoters of the Company pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
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 vote-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	0	0.00	0	0	0.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	3203956	0	0.00	0	0	0.00	0.00
	Total	3203956	0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	4536794	3868000	85.26	3868000	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	4536794	0	0.00	0	0	0.00	0.00
	Total	4536794	3868000	85.26	3868000	0	100.00	0.00
Public- Non Institutions	E-Voting	36526543	5471621	14.98	5470959	662	99.99	0.01
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	36526543	693088	1.90	687641	5447	99.21	0.79
	Total	36526543	6164709	16.88	6158600	6109	99.90	0.10
TOTAL		44267293	10032709	22.66	10026600	6109	99.94	0.06

# Note: excludes votes rejected / abstained

Result - Resolution passed with requisite majority

*g. v.*

New No.6, Old No.12,  
Appavoo Gramani 1st Street,  
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(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

**SCRUTINIZER'S REPORT  
(POSTAL BALLOT)**

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and  
Companies (Management and Administration) Rules, 2014 as amended]

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

I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, AppavooGramni 1st Street, Mandaveli, 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
- (ii) Scrutinizing the Postal Ballot process under the provisions of Section 110 of The Companies Act 2013 (the2013 Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for

**Item:1-** Appointment of Mrs Uma Garimella(DIN-02847624) as an Independent Director under Section 149 ,152 and all other applicable provisions of the Companies Act, 2013

**Item:2** - Re-Appointment of Mr GV Kumar (DIN-00059107) as Managing Director and payment of remuneration under Sections 196, 197, 198 and 203 read with Schedule-V thereto and other applicable provisions of the Companies Act, 2013,

**Item:3** - Re-Appointment of Mr Sudhakar Reddy as Whole-time Director and payment of remuneration under Sections 196, 197, 198 and 203 read with Schedule-V thereto and other applicable provisions of the Companies Act, 2013,

**Item:4** - To obtain authority for joint development / sale / transfer of immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013,

M. Damodaran



**Item:5** - Re-classification of the promoters of the company pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013.

1. The management of the Company is responsible to ensure the compliance with the requirement of The Companies Act 2013 and Rules relating to e-voting and voting through Postal Ballot for the resolutions contained in the Notice of the company. My responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favor "or "against" the resolution stated above, based on the report generated from the e-voting system provided by CDSL, authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means and based on the Ballot forms report provided to me by the company.
2. I submit herewith my Scrutinizers report on the results of e-voting and voting through postal ballot as under:

### MEGASOFT LIMITED - E VOTING & POSTAL BALLOT REPORT

	Mode	Ballots Received	Favour			Against			Invalid		
			Ballots	Votes	%	Ballots	Votes	%	Ballots	Vote	%
<b>ITEM-1</b> Appointment of Mrs Uma Garimella (DIN-02847624) as an Independent Director under Section 149 ,152 and all other applicable provisions of the Companies Act, 2013 ('Act') and the Rules framed there under, and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 <b>(As Ordinary Resolution)</b>	POSTAL BALLOT	245	230	93344	0.67	15	599790	4.32	-	-	-
	E VOTING	45	43	13178688	95.00	2	162	0.01	-	-	-
	TOTAL	290	273	13272032	95.67	17	599952	4.33	-	-	-
<b>ITEM-2 *</b> Re-Appointment of Mr GV Kumar (DIN-00059107) as Managing Director and	POSTAL BALLOT	245	223	686754	5.90	22	6380	0.05	-	-	-

M.   
508  
M. DAMODARAN  
COMPANY SECRETARY



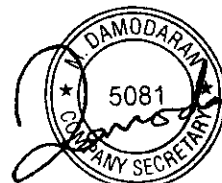

# M. DAMODARAN & ASSOCIATES



Practicing Company Secretaries

payment of remuneration under Sections 196, 197, 198 and 203 read with Schedule-V thereto and other applicable provisions of the Companies Act, 2013 <b>(As Special Resolution)</b>	E VOTING	43	40	10951669	94.05	3	255	0.01	-	-	-
	TOTAL	288	263	11638423	99.95	25	6635	0.06	-	-	-
<b>ITEM-3</b> Re-Appointment of Mr Sudhakar Reddy as Whole-time Director and payment of remuneration under Sections 196, 197, 198 and 203 read with Schedule-V thereto and other applicable provisions of the Companies Act, 2013 <b>(As Special Resolution)</b>	POST AL BALLOT	244	223	687508	4.96	21	5580	0.04	-	-	-
	E VOTING	44	41	13178580	95.00	3	255	0.01	-	-	-
	TOTAL	288	264	13866088	99.96	24	5835	0.05	-	-	-
<b>ITEM-4</b> To obtain authority for joint development / sale / transfer of immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 <b>(As Special Resolution)</b>	POST AL BALLOT	244	219	92596	0.70	25	600492	4.54	-	-	-
	E VOTING	44	41	12540363	94.76	3	183	0.01	-	-	-
	TOTAL	288	260	12632959	95.46	28	600675	4.55	-	-	-
<b>ITEM-5 *</b> Re-classification of the promoters of the company pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act,	POST AL BALLOT	244	224	687641	6.85	20	5447	0.05	-	-	-
	E VOTING	40	37	9338959	93.09	3	662	0.01	-	-	-
	TOTAL	284	261	10026600	99.94	23	6109	0.06	-	-	-

M.





**M. DAMODARAN & ASSOCIATES**

**Practicing Company Secretaries**



2013 (As Special Resolution)												
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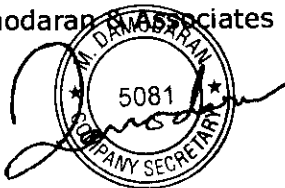
\* Interested persons voting not considered.

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 General Meeting.

Thanking You

Yours faithfully

For M Damodaran & Associates

M. Damodaran  
Practicing Company Secretary  
Membership No: 5837  
CP No. 5081

Place: Chennai  
Date: 22.03.2016