



**MEGASOFT LIMITED**

CIN : L72200TN1999PLC042730

My Home Hub, 1st Floor, Block-3,

Madhapur, Hyderabad - 500081,

Telangana, India.

Tel : +91 (40) 4033 0000; Fax : +91 (40) 4013 3555

website : www.megasoft.com

**Date: 06.06.2022**

**To,**

**Bombay Stock Exchange Limited**

Phiroze JeeJeeBhoy 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**

**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**

Dear Sir(s),

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., 29<sup>th</sup> April, 2022 to exercise their right to vote by electronic means on the business specified in the notice of Postal Ballot dated 04<sup>th</sup> May, 2022 through remote e-voting which was commenced from 9.00 AM (IST) on Friday 06<sup>th</sup> May, 2022 and closed at 05.00 PM (IST) on Saturday 04<sup>th</sup> June, 2022.

In this regard, please find enclosed the following-

- 1) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure –I**.
- 2) Report of Scrutinizer dated 06<sup>th</sup> June, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure –II**.

This is for your information and records.

Thanking you,

Yours faithfully,

For Megasoft Limited



**Sunil Kumar Kalidindi**  
**Executive Director & CEO**



<b>Details as per Regulation 44 (3) of SEBI(LODR) Regulations,2015</b>	
<b>Name of the Company</b>	<b>MEGASOFT LIMITED</b>
<b>Date of declaration of results of Postal Ballot</b>	<b>06.06.2022</b>
<b>e-voting Start date and time</b>	<b>06.05.2022, 09.00 AM (IST)</b>
<b>e-Voting end date and time</b>	<b>04.06.2022, 05.00 PM (IST)</b>
<b>Total No.of Shareholders as on cut-off date i.e., 29.04.2022</b>	<b>34755</b>
<b>No.of Shareholders present in meeting in person</b>	<b>Not Applicable</b>
<b>Proxies received for Individual shareholders</b>	<b>Not Applicable</b>
<b>No. of Non Individual Shareholders who's Authorized Representatives attended the Meeting through Video Conferencing</b>	<b>Not Applicable</b>
<b>No.of Individual Shareholders who attended the meeting through Video Conferencing</b>	<b>Not Applicable</b>
<b>Mode of E-voting</b>	<b>Remote e-voting</b>



NAME OF THE COMPANY: MEGASOFT LIMITED

1 SPECIAL BUSINESS To Regularize the Appointment of Mr. Sunil Kumar Kalidindi as a Whole Time Director (Professional, Executive) & CEO of the Company

Resolution Required (Ordinary/Special)			Ordinary 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 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	32286926	32286926	100	32286926	0	100	0
	POLL		0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		32286926	32286926	100	32286926	0	100
PUBLIC-INSTITUTIONS	E-VOTING	212	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		212	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	41482903	4470252	10.78	4458579	11673	99.74	0.26
	POLL		0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		41482903	4470252	10.78	4458579	11673	99.74
<b>GRAND TOTAL</b>		<b>73770041</b>	<b>38757178</b>	<b>49.83</b>	<b>36745505</b>	<b>11673</b>	<b>99.97</b>	<b>0.03</b>

2 SPECIAL BUSINESS To change the Object Clause of Memorandum of Association of the Company

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 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	32286926	32286926	100	32286926	0	100	0
	POLL		0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		32286926	32286926	100	32286926	0	100
PUBLIC-INSTITUTIONS	E-VOTING	212	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		212	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	41482903	4470252	10.78	4458720	11532	99.74	0.26
	POLL		0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		41482903	4470252	10.78	4458720	11532	99.74
<b>GRAND TOTAL</b>		<b>73770041</b>	<b>36757178</b>	<b>49.83</b>	<b>36745646</b>	<b>11532</b>	<b>99.97</b>	<b>0.03</b>

3 SPECIAL BUSINESS To enhance the Authorized Share Capital of the Company and consequent alteration of Capital Clause of the Memorandum of Association of the Company

Resolution Required (Ordinary/Special)			Ordinary 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 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	32286926	32286926	100	32286926	0	100	0
	POLL		0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		32286926	32286926	100	32286926	0	100
PUBLIC-INSTITUTIONS	E-VOTING	212	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		212	0	0	0	0	0

NAME OF THE COMPANY: MEGASOFT LIMITED

PUBLIC-NON INSTITUTIONS	E-VOTING	41482903	4470252	10.78	4458725	11527	99.74	0.26
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>41482903</b>	<b>4470252</b>	<b>10.78</b>	<b>4458725</b>	<b>11527</b>	<b>99.74</b>
<b>GRAND TOTAL</b>		<b>73770041</b>	<b>36757178</b>	<b>49.83</b>	<b>36745651</b>	<b>11527</b>	<b>99.97</b>	<b>0.03</b>

4 SPECIAL BUSINESS To Transfer & Sell or otherwise dispose off the whole of its Shares in the ultimately wholly owned subsidiary: "Nelapet Systems Private Limited"

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 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	32286926	32286926	100	32286926	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
	<b>SUB TOTAL</b>		<b>32286926</b>	<b>32286926</b>	<b>100</b>	<b>32286926</b>	<b>0</b>	<b>100</b>
PUBLIC-INSTITUTIONS	E-VOTING	212	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
	<b>SUB TOTAL</b>		<b>212</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	41482903	4470252	10.78	4455938	14314	99.68	0.32
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>41482903</b>	<b>4470252</b>	<b>10.78</b>	<b>4455938</b>	<b>14314</b>	<b>99.68</b>
<b>GRAND TOTAL</b>		<b>73770041</b>	<b>36757178</b>	<b>49.83</b>	<b>36742864</b>	<b>14314</b>	<b>99.96</b>	<b>0.04</b>

5 SPECIAL BUSINESS To Direct Company's Software Products Division

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 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	32286926	32286926	100	32286926	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
	<b>SUB TOTAL</b>		<b>32286926</b>	<b>32286926</b>	<b>100</b>	<b>32286926</b>	<b>0</b>	<b>100</b>
PUBLIC-INSTITUTIONS	E-VOTING	212	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
	<b>SUB TOTAL</b>		<b>212</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	41482903	4470252	10.78	4456190	14062	99.69	0.31
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>41482903</b>	<b>4470252</b>	<b>10.78</b>	<b>4456190</b>	<b>14062</b>	<b>99.69</b>
<b>GRAND TOTAL</b>		<b>73770041</b>	<b>36757178</b>	<b>49.83</b>	<b>36743116</b>	<b>14062</b>	<b>99.96</b>	<b>0.04</b>



*[Handwritten signature]*



## M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

### 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: L72200TN1999PLC042730  
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, on the following resolution(s) as set out in the Postal Ballot Notice;

- Ordinary Resolution** to Regularize the Appointment of Mr. Sunil Kumar Kalidindi as a Whole Time Director (Professional, Executive) & CEO of the Company.
- Special Resolution** to change the Object Clause of Memorandum of Association of the Company.
- Ordinary Resolution** to enhance the Authorized Share Capital of the Company and consequent alteration of Capital Clause of the Memorandum of Association of the Company.
- Special Resolution** to Transfer & Sell or otherwise dispose off the whole of its Shares in the ultimately wholly owned subsidiary, "Nelatop Systems Private Limited".
- Special Resolution** to Divest Company's Software Products Division.





1. The Company has on May 05, 2022, sent the postal ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs (MCA) vide Circular No. 20/2021 dated December 08, 2021 to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on April 29, 2022. 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.
2. In accordance with the postal ballot Notice dated May 4, 2022 dispatched to Members by electronic mode on May 5, 2022 and the 'Advertisement' pursuant to the Rules published on May 6, 2022, the e-Voting commenced at 09:00 am on May 6, 2022 and ended at 05:00 pm on June 4, 2022. The e-Voting facility was provided by Central Depository Services (India) Limited (CDSL).
3. The Members holding shares as on April 29, 2022, "cut-off date", were entitled to vote on the resolutions stated in the postal ballot Notice.
4. The votes were unblocked at 05:01 pm on Saturday, 04<sup>th</sup> June, 2022 in the presence of Mr. K. Janakiraman and Mr. D. Sampath Kumar and the e-Voting data/results were downloaded from the e-Voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)).
5. The downloaded e-Voting data/results were scrutinized and reviewed, the votes were counted and the results were prepared.
6. Based on the data downloaded from CDSL e-Voting system, the total votes cast in favor or against the resolutions proposed in the post ballot Notice are as under:





**Resolution 1:**

**To Regularize the Appointment of Mr. Sunil Kumar Kalidindi (DIN: 02344343) as a Whole Time Director (Professional, Executive) & CEO of the Company.**

Passed as an **Ordinary 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	110	102	36745505	<b>99.97</b>	8	11673	0.03	100

**Resolution 2:**

**To change the Object Clause of Memorandum of Association of the Company..**

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	110	104	36745646	<b>99.97</b>	6	11532	0.03	100





**Resolution 3:**

**To enhance the Authorized Share Capital of the Company and consequent alteration of Capital Clause of the Memorandum of Association of the Company.**

Passed as an **Ordinary 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	110	104	36745651	<b>99.97</b>	6	11527	0.03	100

**Resolution 4:**

**To Transfer & Sell or otherwise dispose off the whole of its Shares in the ultimately wholly owned subsidiary, "Nelatop Systems Private Limited".**

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	110	96	36742864	<b>99.96</b>	14	14314	0.04	100







**Resolution 5:**

**To Divest Company's Software Products Division.**

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	110	100	36743116	<b>99.96</b>	10	14062	0.04	100

*Note: There were no invalid abstained votes for the above said resolutions.*

7. Based on the aforesaid results, I report that the Resolutions as set out in the postal ballot Notice dated May 4, 2022 have been passed.
8. 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 for preservation 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**

Place: Chennai  
Date: 06.06.2022

M. Damodaran  
Managing Partner  
COP No.: 5081  
Membership No.: 5837  
ICSI UDIN:  
FRN: L2019TN006000  
PR 1374/2021  
ICSI UDIN: F005837D000464185

