



Date: 25.08.2023

MEGASOFT LIMITED

CIN : L24100TN1999PLC042730

8th Floor, Unit No. 801B

Jain Sadguru Image's Capital Park

Plot No. 1, 28 & 29, 98/4/1 to 13

Image Gardens Rd, Madhapur

Hyderabad, Telangana 500081

website : www.megasoft.com

To,

BSE 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., 21st July, 2023 to exercise their right to vote by electronic means on the business specified in the notice of Postal Ballot dated 13th July,2023 through remote e-voting which was commenced from 9.00 AM (IST) on Wednesday 26th July, 2023 and closed at 05.00 PM (IST) on Thursday 24th August, 2023.

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 25th August, 2023, 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

Shridhar
Thathachary

Digitally signed by
Shridhar Thathachary
Date: 2023.08.25
13:50:31 +05'30'

Shridhar Thathachary
Chief Financial Officer



Details as per Regulation 44 (3) of SEBI(LODR) Regulations,2015	
Name of the Company	MEGASOFT LIMITED
Date of declaration of results of Postal Ballot	25.08.2023
e-voting Start date and time	26.07.2023, 09.00 AM (IST)
e-Voting end date and time	24.08.2023, 05.00 PM (IST)
Total No.of Shareholders as on cut-off date i.e., 21.07.2023	34265
No.of Shareholders present in meeting in person	Not Applicable
Proxies received for Individual shareholders	Not Applicable
No. of Non Individual Shareholders who's Authorized Representatives attended the Meeting through Video Conferencing	Not Applicable
No.of Individual Shareholders who attended the meeting through Video Conferencing	Not Applicable
Mode of E-voting	Remote e-voting

Shridhar
Thathachary

Digitally signed by
Shridhar Thathachary
Date: 2023.08.25
13:51:07 +05'30'

Voting results as required under regulation 44 of SEBI (LODR) Regulations,2015

1 Special Resolution To consider and approve sale/ transfer or otherwise disposal of the whole or substantially the whole of an undertaking 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	0
	POLL		0	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0	0
	SUB TOTAL	32286926	32286926	100	32286926	0	100	0	0
PUBLIC-INSTITUTIONS	E-VOTING	12	0	0	0	0	0	0	0
	POLL		0	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0	0
	SUB TOTAL	12	0	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	41483103	6457904	15.57	6126730	331174	94.87	5.13	5.13
	POLL		0	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0	0
	SUB TOTAL	41483103	6457904	15.57	6126730	331174	94.87	5.13	5.13
GRAND TOTAL		73770041	38744830	52.52	38413656	331174	99.15	0.85	

Shridhar
Thathachary

Digitally signed by
Shridhar Thathachary
Date: 2023.08.25
13:52:03 +05'30'



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: L24100TN1999PLC042730
Registered Office:
No. 85, Kutchery Road, Mylapore,
Chennai – 600 004.

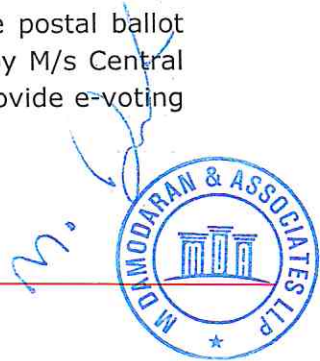
Dear Sir,

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, for ascertaining the requisite majority on voting in respect of the following resolution as set out in the postal ballot Notice;

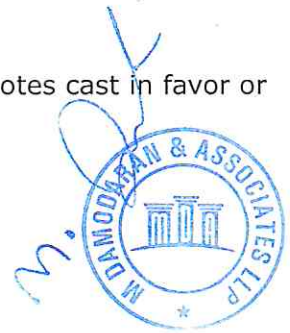
- a. **Special Resolution** for considering and approving the sale/ transfer or otherwise disposal of the whole or substantially the whole of an undertaking of the company.
1. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules made thereunder including the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India relating to e-voting for the resolution as set out in the postal ballot notice dated Thursday, July, 13, 2023. My responsibility as a Scrutinizer was to ensure that the e-voting process is conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes casted "in favor" or "against", if any, on the resolution stated in the postal ballot notice, based on the report generated from the e-voting system provided by M/s Central Depository Services (India) Limited (CDSL), engaged by the Company to provide e-voting facility.

1





2. The Company has on Monday, July 24, 2023, sent the postal ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs (MCA) vide Circular No. 11/2022 dated December 28, 2022 to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on Friday, July 21, 2023. 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.
3. In accordance with the postal ballot Notice dated Thursday, July 13, 2023 dispatched to Members by electronic mode on Monday, July 24, 2023 and the 'Advertisement' pursuant to the Rules published on Wednesday, July 26, 2023 the e-Voting commenced at 09:00 am on Wednesday, July 26, 2023 and ended at 05:00 pm on Thursday, August 24, 2023. The e-Voting facility was provided by Central Depository Services (India) Limited (CDSL).
4. The Members holding shares as on Friday, July 21, 2023, i.e. cut-off date, were entitled to vote on the resolution stated in the postal ballot Notice.
5. The votes were unblocked at 05.01 pm on Thursday, August 24, 2023 in the presence of Mr. K. Janakiraman and Mr. D. Sampath Kumar, who are not in the employment of the company and the e-Voting data/results were downloaded from the e-Voting website of CDSL (www.evotingindia.com).
6. The downloaded e-Voting data/results were scrutinized and reviewed, the votes were counted and the results were prepared.
7. Based on the data downloaded from CDSL e-Voting system, the total votes cast in favor or against the resolution proposed in the post ballot Notice are as under:





Resolution 1:

To consider and approve/ sale transfer or otherwise disposal of the whole or substantially the whole of an undertaking 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	200	176	38413656	99.15	24	331174	0.85	100

Note: There were no invalid or abstained votes for the above said resolution.

- Based on the aforesaid results, I report that the Resolution as set out in the postal ballot Notice dated Thursday, July 13, 2023 have been passed.
- 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: 25.08.2023

M. Damodaran
Managing Partner
COP No.: 5081
Membership No.: 5837
FRN: L2019TN006000
PR 3847/2023
ICSI UDIN: F005837E000860977

