



## MEGASOFT LIMITED

CIN : L72200TN1999PLC042730

Regd. office : 85, Kutcheri Road, Mylapore

Chennai - 600004. India.

Tel : +91 (44) 24616768; Fax : +91 (44) 24617810

website : www.megasoft.com

**Date:** 16<sup>th</sup> August 2019

**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 & Scrutinizer Report of the 19<sup>th</sup> Annual General Meeting of the Company respectively**

Dear Sir's,

We hereby inform that the 19<sup>th</sup> Annual General Meeting ('AGM') of the Company was held on August 13, 2019 and the business mentioned in the Notice dated May 28, 2019 were transacted. The 19<sup>th</sup> AGM commenced at 09.00 a.m. and concluded at 10.00 a.m.

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 August 14, 2019, 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**

**Shridhar Thathachary**  
Chief Financial Officer



## ANNEXURE –I

### Summary of Proceedings of 19<sup>th</sup> Annual General Meeting (AGM) of the Company

#### MEGASOFT LIMITED

The 19<sup>th</sup> Annual General Meeting (AGM) of the members of Megasoft Limited (“the Company”) was held on Tuesday, 13<sup>th</sup> day of August, 2019 at 9.00 A.M at Gayatri Hall, Hotel Gokulam Park, 67, 1st Avenue, Ashok Nagar, Chennai-600083, Tamil Nadu, India. Mr. GV Kumar (Managing Director) chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. Except Mr. D Sudhakar Reddy, the Whole Time Director of the Company, 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.

The following items of business, as per the Notice of AGM dated August 13, 2019, were transacted at the meeting.

S. No	Agenda	Resolution Required (Ordinary/Special)	Mode of Voting	Remarks
1	(i) The Audited Financial Statements of the Company for the year ended 31st March 2019, the report of the Auditors thereon and the Board’s Report. (ii) The Audited Consolidated Financial Statements of the Company for the year ended 31st March 2019 and the report of the 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	Re-Appointment of Mr. GV Kumar as Managing Director & CEO of the Company	Special	E-voting and Ballot Paper at the AGM	Passed with requisite Majority

5	Re-Appointment of Mr. D Sudhakar Reddy as Whole-time Director	Special	E-voting and Ballot Paper at the AGM	Passed with requisite Majority
6	Re-appointment of Mr. Anil Kumar Sood as an Independent Non-Executive Director.	Special	E-voting and Ballot Paper at the AGM	Passed with requisite Majority
7	Re-appointment of Mr. Anish Mathew as an Independent Non-Executive Director	Special	E-voting and Ballot Paper at the AGM	Passed with requisite Majority
8	Re-appointment of Ms. Leona Ambuja as an Independent Woman Director.	Special	E-voting and Ballot Paper at the AGM	Passed with requisite Majority
9	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., Practicing Company Secretaries as the Scrutinizer to supervise the e-voting and ballot voting process. The Chairman authorized Ms. Srivalli Manda, 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**

**Shridhar Thatthachary**  
Chief Financial Officer



**Annexure – II**

<b>Details as per Regulation 44(3) of SEBI (LODR), Regulations, 2015</b>	
Name of the Company	<b>MEGASOFT LIMITED</b>
Date of the AGM	13/08/2019
Total number of shareholders as on record date	24024
No. of shareholders present in the meeting in Person	451
Proxies received for individual shareholders	Nil
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 Standalone Financial Statements and Report of the Board of Directors and Auditors thereon**

**Resolution Required: (Ordinary/Special)**

**Whether Promoter/ Promoter groups are interested in the agenda/resolution?**

Ordinary Resolution

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
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1)	(2)					
	POLL	3200894	3200894	100	3200894	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>3200894</b>	<b>3200894</b>	<b>100</b>	<b>3200894</b>	<b>0</b>	<b>100</b>
PUBLIC-INSTITUTIONS	E-VOTING	3792865	3762375	99.2	3762375	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>3792865</b>	<b>3762375</b>	<b>99.2</b>	<b>3762375</b>	<b>0</b>	<b>100</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	37273534	5904461	15.84	5904461	0	100	0
	POLL		128	0	127	1	99.22	0.78
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>37273534</b>	<b>5904461</b>	<b>15.84</b>	<b>5904461</b>	<b>1</b>	<b>100</b>
<b>GRAND TOTAL</b>		<b>44267293</b>	<b>12867858</b>	<b>29.07</b>	<b>12867857</b>	<b>1</b>	<b>100</b>	<b>0</b>

**2. Ordinary Business: Re-appointment of Mr. D Sudhakar Reddy (DIN-00047707), who retires by rotation and, being eligible offers himself for re-appointment**

**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
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1)	(2)					
	POLL	3200894	3200894	100	3200894	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>3200894</b>	<b>3200894</b>	<b>100</b>	<b>3200894</b>	<b>0</b>	<b>100</b>
PUBLIC-INSTITUTIONS	E-VOTING	3792865	3762375	99.2	3762375	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>3792865</b>	<b>3762375</b>	<b>99.2</b>	<b>3762375</b>	<b>0</b>	<b>100</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	37273534	6030261	16.18	5904461	125800	97.91	2.09
	POLL		128	0	127	1	99.22	0.78
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>		<b>37273534</b>	<b>6030389</b>	<b>16.18</b>	<b>5904588</b>	<b>125801</b>	<b>97.91</b>
<b>GRAND TOTAL</b>		<b>44267293</b>	<b>12993658</b>	<b>29.35</b>	<b>12867857</b>	<b>125801</b>	<b>99.03</b>	<b>0.97</b>



**Voting Results as required Under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**3. Ordinary Business: Re-appointment of Mr. GV Kumar (DIN-00059107), who retires by rotation and, being eligible offers himself for re-appointment.**

Resolution Required:(Ordinary/Special)		Whether promoter/ promoter groups are interested in the agenda/resolution?		Ordinary Resolution		Special Resolution			
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	
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100	
	POLL	3200894	3200894	100	3200894	0	100	0	
	POSTAL BALLOT	0	0	0	0	0	0	0	
	VENUE-VOTING	0	0	0	0	0	0	0	
	<b>SUB TOTAL</b>	<b>3200894</b>	<b>3200894</b>	<b>100</b>	<b>99.2</b>	<b>3200894</b>	<b>0</b>	<b>100</b>	<b>0</b>
	E-VOTING	3792865	3762375	99.2	3762375	0	100	0	
PUBLIC-NON INSTITUTIONS	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	
	<b>SUB TOTAL</b>	<b>3792865</b>	<b>3762375</b>	<b>99.2</b>	<b>3762375</b>	<b>0</b>	<b>100</b>	<b>0</b>	
	E-VOTING	37273534	6030261	16.18	5904461	125800	97.91	2.09	
	POLL	128	128	0	127	1	99.22	0.78	
<b>SUB TOTAL</b>	<b>37273534</b>	<b>6030389</b>	<b>16.18</b>	<b>5904588</b>	<b>125801</b>	<b>97.91</b>	<b>2.09</b>		
<b>GRAND TOTAL</b>	<b>44267293</b>	<b>12993658</b>	<b>29.35</b>	<b>12867857</b>	<b>125801</b>	<b>99.03</b>	<b>0.97</b>		

**4. Special Business: Re-A-appointment of Mr. GV Kumar as Managing Director & CEO of the Company**

Resolution Required:(Ordinary/Special)		Whether promoter/ promoter groups are interested in the agenda/resolution?		Special Resolution					
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	
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100	
	POLL	3200894	3200894	100	3200894	0	100	0	
	POSTAL BALLOT	0	0	0	0	0	0	0	
	VENUE-VOTING	0	0	0	0	0	0	0	
	<b>SUB TOTAL</b>	<b>3200894</b>	<b>3200894</b>	<b>100</b>	<b>99.2</b>	<b>3200894</b>	<b>0</b>	<b>100</b>	<b>0</b>
	E-VOTING	3792865	3762375	99.2	3762375	0	100	0	
PUBLIC-INSTITUTIONS	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	
	<b>SUB TOTAL</b>	<b>3792865</b>	<b>3762375</b>	<b>99.2</b>	<b>3762375</b>	<b>0</b>	<b>100</b>	<b>0</b>	
	E-VOTING	37273534	6030261	16.18	5904461	125800	97.91	2.09	
	POLL	128	128	0	127	1	99.22	0.78	
<b>SUB TOTAL</b>	<b>37273534</b>	<b>6030389</b>	<b>16.18</b>	<b>5904588</b>	<b>125801</b>	<b>97.91</b>	<b>2.09</b>		
<b>GRAND TOTAL</b>	<b>44267293</b>	<b>12993658</b>	<b>29.35</b>	<b>12867857</b>	<b>125801</b>	<b>99.03</b>	<b>0.97</b>		



Voting Results as required Under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

5. Special Business: Re-Appointment of Mr. D Sudhakar Reddy as Whole-time Director.		Special Resolution		Special Resolution		Special Resolution		Special Resolution	
Resolution Required:(Ordinary/Special)				No		No		No	
Whether promoter/ promoter groups are interested in the agenda/resolution?	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
	PROMOTER AND PROMOTER-GROUP	E-VOTING	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
		POLL	3200894	3200894	100	3200894	0	100	0
		POSTAL BALLOT	0	0	0	0	0	0	0
		VENUE-VOTING	0	0	0	0	0	0	0
		<b>SUB TOTAL</b>	<b>3200894</b>	<b>3200894</b>	<b>100</b>	<b>3200894</b>	<b>0</b>	<b>100</b>	<b>0</b>
	PUBLIC-NON INSTITUTIONS	E-VOTING	3792865	3762375	99.2	3762375	0	100	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
		<b>SUB TOTAL</b>	<b>3792865</b>	<b>3762375</b>	<b>99.2</b>	<b>3762375</b>	<b>0</b>	<b>100</b>	<b>0</b>
	PUBLIC-NON INSTITUTIONS	E-VOTING	37273534	6030261	16.18	5904461	125800	97.91	2.09
		POLL	0	128	0	127	1	99.22	0.78
		POSTAL BALLOT	0	0	0	0	0	0	0
		VENUE-VOTING	0	0	0	0	0	0	0
		<b>SUB TOTAL</b>	<b>37273534</b>	<b>6030389</b>	<b>16.18</b>	<b>5904588</b>	<b>125801</b>	<b>97.91</b>	<b>2.09</b>
	<b>GRAND TOTAL</b>		<b>44267293</b>	<b>12993658</b>	<b>29.35</b>	<b>12867857</b>	<b>125801</b>	<b>99.03</b>	<b>0.97</b>

6. Special Business : Re-appointment of Mr. Anil Kumar Sood as an Independent Non-Executive Director.

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
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
	POLL	3200894	3200894	100	3200894	0	100	0
	POSTAL BALLOT	0	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>3200894</b>	<b>3200894</b>	<b>100</b>	<b>3200894</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	3792865	3762375	99.2	3762375	0	100	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
	<b>SUB TOTAL</b>	<b>3792865</b>	<b>3762375</b>	<b>99.2</b>	<b>3762375</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	37273534	5904461	15.84	5904461	0	100	0
	POLL	0	128	0	127	1	99.22	0.78
	POSTAL BALLOT	0	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>37273534</b>	<b>5904589</b>	<b>15.84</b>	<b>5904588</b>	<b>1</b>	<b>100</b>	<b>0</b>
<b>GRAND TOTAL</b>		<b>44267293</b>	<b>12867858</b>	<b>29.07</b>	<b>12867857</b>	<b>1</b>	<b>100</b>	<b>0</b>



Voting Results as required Under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

7. Special Business :Re-appointment of Mr. Anish Mathew as an Independent Non-Executive Director. Resolution Required:(Ordinary/Special)		Special Resolution		No				
Whether promoter/ promoter groups are interested in the agenda/resolution?	Special Resolution	No	Special Resolution	No	Special Resolution			
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	3200894	3200894	100	3200894	0	100	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
	<b>SUB TOTAL</b>	<b>3200894</b>	<b>3200894</b>	<b>100</b>	<b>3200894</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	3792865	3762375	99.2	3762375	0	100	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
	<b>SUB TOTAL</b>	<b>3792865</b>	<b>3762375</b>	<b>99.2</b>	<b>3762375</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	37273534	5904461	15.84	5904461	1	100	0.78
	POLL	0	128	0	127	0	0	0
	POSTAL BALLOT	0	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>37273534</b>	<b>5904589</b>	<b>15.84</b>	<b>5904588</b>	<b>1</b>	<b>100</b>	<b>0</b>
<b>GRAND TOTAL</b>		<b>44267293</b>	<b>12867858</b>	<b>29.07</b>	<b>12867857</b>	<b>1</b>	<b>100</b>	<b>0</b>

8. Special Business :Re-appointment of Ms. Leona Ambuja as an Independent Woman Director  
Resolution Required:(Ordinary/Special)

Special Resolution

No

Whether promoter/ promoter groups are interested in the agenda/resolution?	Special 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	3200894	3200894	100	3200894	0	100	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
	<b>SUB TOTAL</b>	<b>3200894</b>	<b>3200894</b>	<b>100</b>	<b>3200894</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	3792865	3762375	99.2	3762375	0	100	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
	<b>SUB TOTAL</b>	<b>3792865</b>	<b>3762375</b>	<b>99.2</b>	<b>3762375</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	37273534	5904461	15.84	5904461	1	100	0.78
	POLL	0	128	0	127	0	0	0
	POSTAL BALLOT	0	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>37273534</b>	<b>5904589</b>	<b>15.84</b>	<b>5904588</b>	<b>1</b>	<b>100</b>	<b>0</b>
<b>GRAND TOTAL</b>		<b>44267293</b>	<b>12867858</b>	<b>29.07</b>	<b>12867857</b>	<b>1</b>	<b>100</b>	<b>0</b>





Voting Results as required Under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

9. Special Business: Appointment of Branch Auditor Resolution Required:(Ordinary/Special)		Whether promoter/ promoter groups are interested in the agenda/resolution?		Ordinary Resolution				
		No		No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES (3)=(2/1)*100	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED (7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1) 3200894	(2) 3200894		(4) 3200894	(5) 0	100	0
	POLL		0		0	0	0	0
	POSTAL BALLOT		0		0	0	0	0
	VENUE-VOTING		0		0	0	0	0
	<b>SUB TOTAL</b>	<b>3200894</b>	<b>3200894</b>	100	<b>3200894</b>	<b>0</b>	100	0
PUBLIC-INSTITUTIONS	E-VOTING	3792865	3762375	99.2	3762375	0	100	0
	POLL		0		0	0	0	0
	POSTAL BALLOT		0		0	0	0	0
	VENUE-VOTING		0		0	0	0	0
	<b>SUB TOTAL</b>	<b>3792865</b>	<b>3762375</b>	99.2	<b>3762375</b>	<b>0</b>	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	37273534	5904461	15.84	5904461	0	100	0
	POLL		128		127	1	99.22	0.78
	POSTAL BALLOT		0		0	0	0	0
	VENUE-VOTING		0		0	0	0	0
	<b>SUB TOTAL</b>	<b>37273534</b>	<b>5904589</b>	15.84	<b>5904588</b>	<b>1</b>	100	0
<b>GRAND TOTAL</b>		<b>44267293</b>	<b>12867858</b>	29.07	<b>12867857</b>	<b>1</b>	100	0



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 & BALLOT PAPER)**

[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 19<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of M/s  
MEGASOFT LIMITED (CIN: L72200TN1999PLC042730) held on Tuesday, 13<sup>th</sup> day of August  
2019 at 9.00 AM at Gayatri Hall, Hotel Gokulam Park, 67, 1st Avenue, Ashok Nagar,  
Chennai - 600 083.

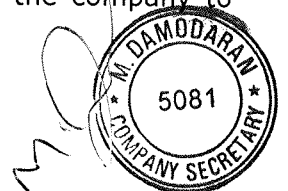
Dear Sir,

1. I, M. Damodaran, a Company Secretary in Practice having office at New No. 6, Old No.  
12, Appavoo Gramani 1<sup>st</sup> Street, Mandaveli, Chennai, Tamil Nadu 600 028 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 Act) read with Rule 20 of the Companies (Management and  
Administration) Rules, 2014 as amended (Rules) and the provisions of Regulation 44 of the  
Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements)  
Regulations 2015 ("SEBI LODR 2015").

(ii) Poll through Ballot paper under the provisions of Section 109 of the Act read with Rule  
21 of the Rules, on the resolutions contained in the Notice to the 19<sup>th</sup> AGM of the Equity  
Shareholders of the Company, held on 13th day of August 2019 at 9.00 AM at Gayatri Hall,  
Hotel Gokulam Park, 67, 1st Avenue, Ashok Nagar, Chennai - 600083.

2. The management of the Company is responsible to ensure the compliance with the  
requirement of the Act and Rules relating to voting through electronic means [i.e. by remote  
e-voting and voting by Ballot paper at the AGM] for the resolutions contained in the Notice  
to the 19<sup>th</sup> AGM of the Equity Shareholders of the company. My responsibility as a  
scrutinizer for the voting process of voting through electronic means (ie. by remote e-voting  
and voting through Ballot Paper 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 Voting by Ballot Paper of M/s. MEGASOFT LIMITED**

**Item No: 1**

Consider and adopt the Audited Financial Statements, Reports of the Board of Directors & Auditors and Audited Consolidated Financial Statements for the FY 2018-19.

**Passed as Ordinary Resolution as follows:**

Mode of Voting	Total Valid Ballot Papers Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	16	16	12867730	100.00	0	0	0.00	100.00
Ballot paper	5	4	127	99.2188	1	1	0.7812	100.00
Total	21	20	12867857	<b>100.00</b>	1	1	0.00	100.00

Details of Abstained votes:

Mode of Voting	Number of Ballot Paper & e-voting	Number of shares
E-Voting	2	125800
Ballot Paper	0	0
Total	2	125800

M. DAMODARAN  
5081  
COMPANY SECRETARY



**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 Ballot Paper Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	18	16	12867730	99.0318	2	125800	0.9682	100.00
Ballot Paper	5	4	127	99.2188	1	1	0.7812	100.00
Total	23	20	12867857	<b>99.0318</b>	3	125801	0.9682	100.00

**Details of Abstained votes:**

Mode of Voting	Number of Ballot Paper & e-voting	Number of shares
E-Voting	0	0
Ballot Paper	0	0
Total	0	0

M. DAMODARAN  
5081  
COMPANY SECRETARY



**Item No: 3**

Re-appointment of **Mr. G.V. Kumar (DIN: 00059107)** as Director, who retires by rotation.

**Passed as Ordinary Resolution as follows:**

Mode of Voting	Total Valid Ballot Paper Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	18	16	12867730	99.0318	2	125800	0.9682	100.00
Ballot Paper	5	4	127	99.2188	1	1	0.7812	100.00
Total	23	20	12867857	<b>99.0318</b>	3	125801	0.9682	100.00

**Details of Abstained votes:**

Mode of Voting	Number of Ballot Paper & e-voting	Number of shares
E-Voting	0	0
Ballot Paper	0	0
Total	0	0

M. DAMODARAN  
5081  
COMPANY SECRETARY



**Item No: 4**

Re-appointment of **Mr. G.V. Kumar (DIN: 00059107)** as Managing Director & CEO for a period of three years with effect from 01 April 2019.

**Passed as Special Resolution as follows:**

Mode of Voting	Total Valid Ballot Paper Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	18	16	12867730	99.0318	2	125800	0.9682	100.00
Ballot Paper	5	4	127	99.2188	1	1	0.7812	100.00
Total	23	20	12867857	<b>99.0318</b>	3	125801	0.9682	100.00

**Details of Abstained votes:**

Mode of Voting	Number of Ballot Paper & e-voting	Number of shares
E-Voting	0	0
Ballot Paper	0	0
Total	0	0



**Item No: 5**

Re-Appointment of **Mr. D Sudhakar Reddy** (DIN: 00047707) as Whole-time Director of the Company for a period of three years with effect from 01 April 2019.

**Passed as Special Resolution as follows:**

Mode of Voting	Total Valid Ballot Paper Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	18	16	12867730	99.0318	2	125800	0.9682	100.00
Ballot Paper	5	4	127	99.2188	1	1	0.7812	100.00
Total	23	20	12867857	<b>99.0318</b>	3	125801	0.9682	100.00

**Details of Abstained votes:**

Mode of Voting	Number of Ballot Paper & e-voting	Number of shares
E-Voting	0	0
Ballot Paper	0	0
Total	0	0



**Item No: 6**

Re-appointment of **Mr. Anil Kumar Sood** (DIN: 00086577) as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 26<sup>th</sup> December, 2019 to 25<sup>th</sup> December, 2024.

**Passed as Special Resolution as follows:**

Mode of Voting	Total Valid Ballot Paper Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	16	16	12867730	100.00	0	0	0.00	100.00
Ballot Paper	5	4	127	99.2188	1	1	0.7812	100.00
Total	21	20	12867857	<b>100.00</b>	1	1	0.00	100.00

**Details of Abstained votes:**

Mode of Voting	Number of Ballot Paper & e-voting	Number of shares
E-Voting	2	125800
Ballot Paper	0	0
Total	2	125800





**Item No: 7**

Re-appointment of **Mr. Anish Mathew** (DIN: 02545538) as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 26<sup>th</sup> December, 2019 to 25<sup>th</sup> December, 2024.

**Passed as Special Resolution as follows:**

Mode of Voting	Total Valid Ballot Paper Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	16	16	12867730	100.00	0	0	0.00	100.00
Ballot Paper	5	4	127	99.2188	1	1	0.7812	100.00
Total	21	20	12867857	<b>100.00</b>	1	1	0.00	100.00

**Details of Abstained votes:**

Mode of Voting	Number of Ballot Paper & e-voting	Number of shares
E-Voting	2	125800
Ballot Paper	0	0
Total	2	125800



**Item No: 8**

Re-appointment of **Ms. Leona Ambuja** (DIN: 07138817) as an Independent Woman Director of the Company to hold office for second term of five consecutive years with effect from 01<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2025.

**Passed as Special Resolution as follows:**

Mode of Voting	Total Valid Ballot Paper Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	16	16	12867730	100.00	0	0	0.00	100.00
Ballot Paper	5	4	127	99.2188	1	1	0.7812	100.00
Total	21	20	12867857	<b>100.00</b>	1	1	0.00	100.00

**Details of Abstained votes:**

Mode of Voting	Number of Ballot Paper & e-voting	Number of shares
E-Voting	2	125800
Ballot Paper	0	0
Total	2	125800



**Item No: 9**

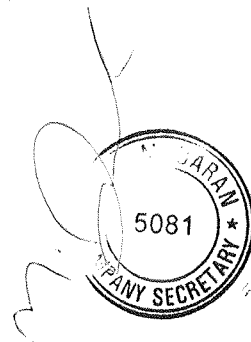
Authorization for appointment of Branch Auditor and to fix their remuneration under the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013.

**Passed as Ordinary Resolution as follows:**

Mode of Voting	Total Valid Ballot Paper Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Ballot Paper & e-voting	Number of shares Voted	%	Number of Ballot Paper & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
E-Voting	16	16	12867730	100.00	0	0	0.00	100.00
Ballot Paper	5	4	127	99.2188	1	1	0.7812	100.00
Total	21	20	12867857	<b>100.00</b>	1	1	0.00	100.00

**Details of Abstained votes:**

Mode of Voting	Number of Ballot Paper & e-voting	Number of shares
E-Voting	2	125800
Ballot Paper	0	0
Total	2	125800





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



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

3. The electronic data and all other relevant records relating to e voting and insta poll is under my safe custody and will be handed over to the Chief Financial Officer for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Sincerely yours faithfully,

5081

**M. Damodaran**

Practicing Company Secretary

Membership No: 5837

CP No: 5081

Place: Chennai

Date: 14.08.2019