



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: 22.09.2020

To

Bombay Stock Exchange Limited

PhirozeJeeJeeBhoy 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: 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 20th Annual General Meeting of the Company respectively

Dear Sir(s),

We hereby inform that the 20th Annual General Meeting ('AGM') of the Company was held on September 22, 2020 and the business mentioned in the Notice dated July,30, 2020 were transacted. The 20th AGM commenced at 10.09 a.m. and concluded at 10.42 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 September 22, 2020, 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 faithfully,

For Megasoft Limited




Shridhar Thathachary
CFO



Annexure-I

Summary of Proceedings of 20th Annual General Meeting (AGM) of the Company

Megasoft Limited

The 20th Annual General Meeting (AGM) of the members of Megasoft Limited ("the Company") was held on Tuesday, 22nd day of September, 2020 at 10.09 A.M through Video Conferencing/ Other Audio Visual Means considering Covid-19 outbreak in India. Mr. GV Kumar (Managing Director) chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. All the Directors attended the Meeting.

The Chairman delivered his speech and shared the accomplishment and challenges faced 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 Notice of AGM dated 22.09.2020 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 2020, the report of the Auditors thereon and the Board's Report. (ii) The Audited Consolidated Financial Statements of the Company for the year ended 31 st March 2020 and the report of the Auditors thereon.	Ordinary	Remote e-Voting and e-Voting at the AGM	Passed with Requisite Majority
2.	Re-appointment of Mr. G.V.Kumar (DIN-00059107), who retires by rotation	Ordinary	Remote e-Voting and e-Voting at the AGM	Passed with Requisite Majority
3.	Appointment of Branch Auditor	Ordinary	Remote e-Voting and e-Voting at the AGM	Passed with Requisite Majority
4.	Re-classification of promoters of the Company	Ordinary	Remote e-Voting and e-Voting 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. M Damodaran & Associates., LLP as the Scrutinizer to supervise the remote e-voting and e-voting at the AGM process. The Chairman authorized Ms. Srivalli Susarla, Company Secretary & Compliance Officer and/ or Mr. Shridhar Thathachary, CFO to notify the results of the voting to the stock exchanges whereupon the Company's shares are listed.

The Scrutinizer's Report from M/s. M Damodaran & Associates., LLP was received and accordingly all the resolutions as set out in the notice were declared as passed.

This is for your information and records.

For Megasoft Limited

A handwritten signature in blue ink, appearing to be "Shridhar Thathachary", written over a dotted line.



Shridhar Thathachary
CFO



Annexure II

Details as per Regulation 44(3) of SEBI(LODR) Regulations,2015	
Name of the Company	MEGASOFT LIMITED
Date of AGM	22/09/2020
Total No.of Shareholders as on date	23361
No.of Shareholders present in meeting in person	Not Applicable
Proxies received for Individual shareholders	Not Applicable
Authorised Representatives	Nil
No.of Shareholders who attended the meeting through Video Conferencing	40
Mode of E-voting	Remote e-voting and e-voting at the AGM




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

1. Ordinary Business: Adoption of Financial Statements									
Resolution Required: (Ordinary/Special)									
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	
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100	
PROMOTER AND PROMOTER-GROUP	E-VOTING	3203956	3200894	99.9	3200894	0	100	0	
	POLL		0	0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	0	
	VENUE-VOTING		3062	0	3062	0	100	0	
	SUB TOTAL	3203956	3203956	100	3203956	0	100	0	
PUBLIC-INSTITUTIONS	E-VOTING	3793065	3762375	99.19	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	
	SUB TOTAL	3793065	3762375	99.19	3762375	0	100	0	
PUBLIC-NON INSTITUTIONS	E-VOTING	37270272	3762375	99.19	3762375	0	100	0	
	POLL		9321284	25.01	9299884	21300	99.77	0.23	
	POSTAL BALLOT		0	0	0	0	0	0	
	VENUE-VOTING		57425	0	57414	11	99.98	0.02	
	SUB TOTAL	37270272	9378709	25.16	9357398	21311	99.77	0.23	
GRAND TOTAL		44267293	16345040	36.92	16323729	21311	99.87	0.13	

2. Ordinary Business: Re-appointment of Director-To appoint a Director in place of Mr. G. V. 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?									
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	3203956	3200894	99.9	3200894	0	100	0	
	POLL		0	0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	0	
	VENUE-VOTING		3062	0	3062	0	100	0	
	SUB TOTAL	3203956	3203956	100	3203956	0	100	0	
PUBLIC-INSTITUTIONS	E-VOTING	3793065	3762375	99.19	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	
	SUB TOTAL	3793065	3762375	99.19	3762375	0	100	0	
PUBLIC-NON INSTITUTIONS	E-VOTING	37270272	3762375	99.19	3762375	0	100	0	
	POLL		9350182	25.09	9109891	240291	97.43	2.57	
	POSTAL BALLOT		0	0	0	0	0	0	
	VENUE-VOTING		57425	0	57414	11	99.98	0.02	
	SUB TOTAL	37270272	9407607	25.24	9167305	240302	97.45	2.55	
GRAND TOTAL		44267293	16373938	36.99	16133636	240302	98.53	1.47	

3. Special Business: Appointment of Branch Auditor

Resolution Required: (Ordinary/Special)									
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	
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100	
PROMOTER AND PROMOTER-GROUP	E-VOTING	3203956	3200894	99.9	3200894	0	100	0	
	POLL		0	0	0	0	0	0	
	POSTAL BALLOT		0	0	0	0	0	0	
	VENUE-VOTING		3062	0	3062	0	100	0	
	SUB TOTAL	3203956	3203956	100	3203956	0	100	0	
PUBLIC-INSTITUTIONS	E-VOTING	3793065	3762375	99.19	3762375	0	100	0	
	POLL		0	0	0	0	0	0	



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

	POSTAL BALLOT												
	VENUE-VOTING												
PUBLIC-NON INSTITUTIONS	SUB TOTAL	3793065	3762375	0	0	0	0	0	0	0	0	0	0
	E-VOTING	37270272	9321284	99.19	0	0	0	0	0	0	0	100	0
	POLL		25.01	25.01	0	0	0	0	0	0	0	99.77	0.23
	VENUE-VOTING		0	0	0	0	0	0	0	0	0	0	0
GRAND TOTAL	37270272	9378709	25.16	11	21310	21311	99.98	99.77	99.77	21310	99.77	99.87	0.13

4 Special Business Re-classification of the promoters of the Company
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
		(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	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
	SUB TOTAL	3203956	3762375	99.19	0	3762375	0	100
PUBLIC-INSTITUTIONS	E-VOTING	3793065	3762375	99.19	0	0	0	0
	POLL		9321284	25.01	9299985	21299	99.77	0.23
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	37270272	9378709	25.16	11	21310	21310	99.98
GRAND TOTAL	44267293	13141084	29.69	13119774	21310	21310	99.84	0.16





M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

CONSOLIDATED SCRUTINIZER'S REPORT (Remote e-voting & e-voting at the AGM) Form No. MGT 13

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,

The Chairman of the 20th Annual General Meeting ("AGM") of the Equity Shareholders of **MEGASOFT LIMITED** (CIN: L72200TN1999PLC042730) held on Tuesday, September 22, 2020 at 10:09 A.M (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

Dear Sir,

1. 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 scrutinizing the remote e-voting and e-voting by Equity Shareholders at the AGM pursuant to 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 Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of the below mentioned resolutions proposed at the 20th AGM of the Equity Shareholders of the Company held on Tuesday, September 22, 2020 at 10:09 A.M through VC, submit my report as under:
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 e-voting by Equity Shareholders at the AGM] for the resolutions contained in the Notice of the 20th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the process of voting through electronic means (i.e. by remote e-voting and e-voting by Equity Shareholders at the AGM) is restricted to make a consolidated Scrutinizer's Report of the vote cast "in favor" or "against" the resolutions stated in the Notice of the AGM, based on the report generated from the e-voting system





provided by Central Depository Services (India) Limited (CDSL), engaged by the Company to provide the facilities of voting through electronic means (i.e by remote e-voting and e-voting by Equity Shareholders at the AGM)

3. The remote e-voting commenced on September 18, 2020 (Friday) at 09.00 A.M (IST) and ended on September 21, 2020 (Monday) at 05.00 P.M. (IST).
4. The Equity Shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.
5. The Equity Shareholders holding shares as on September 15, 2020 (Tuesday), cut-off date, were entitled to vote on the resolutions stated in the Notice of the 20th AGM of the Company.
6. As per the information given by the Company the names of the Equity Shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those Equity Shareholders who had attended the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system at the AGM.
7. On completion of e-voting at the AGM, the votes cast through remote e-voting and e-voting by Equity Shareholders at the AGM were unblocked and downloaded on September 22, 2020 at 11.02 A.M. in presence of two witnesses who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favor or against all the resolutions proposed in the Notice of the AGM are as under:





CONSOLIDATED RESULTS OF REMOTE E-VOTING AND E-VOTING AT THE AGM OF 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 2019-20.

Passed as an Ordinary Resolution as follows:

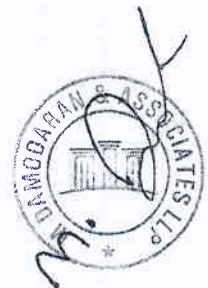
Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	90	61	16263253	99.87	29	21300	0.13	100.00
e-voting at the AGM	4	3	60476	99.98	1	11	0.02	100.00
Total	94	64	16323729	99.87	30	21311	0.13	100.00

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	1	28898
e-Voting at the AGM	0	0
Total	1	28898

Details of invalid Votes:

Mode of e-Voting	Number of shares
Remote e-Voting	0
e-Voting at the AGM	0
Total	0





Item No: 2

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

Passed as an Ordinary Resolution as follows:

Mode of e-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)
Remote e-voting	91	58	16073160	98.53	33	240291	1.47	100.00
e-voting at the AGM	4	3	60476	99.98	1	11	0.02	100.00
Total	95	61	16133636	98.53	34	240302	1.47	100.00

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	0	0
e-Voting at the AGM	0	0
Total	0	0

Details of invalid Votes:

Mode of e-Voting	Number of shares
Remote e-Voting	0
e-Voting at the AGM	0
Total	0





Item No: 3

Authorization for appointment of Branch Auditor.

Passed as an Ordinary Resolution as follows:

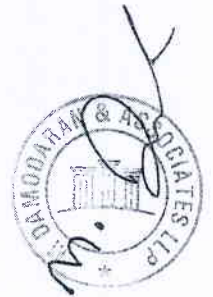
Mode of e-Voting	Total valid e-voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-voting	Number of shares voted	%	Number of e-voting	Number of shares voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-voting	90	61	16263253	99.87	29	21300	0.13	100.00
e-voting at the AGM	4	3	60476	99.98	1	11	0.02	100.00
Total	94	64	16323729	99.87	30	21311	0.13	100.00

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	1	28898
e-Voting at the AGM	0	0
Total	1	28898

Details of invalid Votes:

Mode of e-Voting	Number of shares
Remote e-Voting	0
e-Voting at the AGM	0
Total	0





Item No: 4

Authorization for re-classification of the promoters of the Company.

Passed as an Ordinary Resolution as follows:

Mode of e-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)
Remote e-voting	87	59	13062360	99.84	28	21299	0.16	100.00
e-voting at the AGM	3	2	57414	99.98	1	11	0.02	100.00
Total	90	61	13119774	99.84	29	21310	0.16	100.00

Details of Abstained Votes:

Mode of e-Voting	Total number of members whose votes were abstained	Total number of votes abstained
Remote e-Voting	4	3229792
e-Voting at the AGM	0	0
Total	4	3229792

Details of Invalid Votes:

Mode of e-Voting	Number of shares
Remote e-Voting	0
e-Voting at the AGM	3062
Total	3062





9. The electronic data and all other relevant records relating to remote e-voting and e-voting by Equity Shareholders at the AGM are under my safe custody and will be handed over to the Authorised Signatory for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully,

For **M Damodaran & Associates LLP**



M. Damodaran
Managing Partner

Membership No.: 5837

COP No.: 5081

ICSI UDIN: F005837B000750273

Place: Chennai

Date: September 22, 2020