

MEGRI SOFT LIMITED

SCO 80 Sector 47-D Chandigarh 160 047 Ph.: +91-172-2631561, 2631550 Cell: +91-9501168822, 9501168844 support@megrisoft.com www.megrisoft.com CIN: L72200CH1992PLC011996

Date: 08.11.2016

То

BSE Limited,	Head- Listing & Compliance
Phiroze Jeejeebhoy Towers,	Metropolitan Stock Exchange of India Ltd.
Dalal Street, Fort,	Exchange Square,
Mumbai-400 001	Suren Road, Chakala,
Email Id: corp.compliance@bseindia.com	Andheri (East), Mumbai- 400093
Scrip Code: 539012	Email Id: listingcompliance@msei.in
	Symbol: MEGRISOFT

<u>Subject: Pursuant to Regulation 44 of SEBI (Listing Obligations And & Disclosure Requirements)</u> <u>Regulations, 2015 -Declaration of Results of the Extra-ordinary General Meeting of Megri Soft</u> <u>Limited</u>

Dear Sir/Madam,

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations And & Disclosure Requirements) Regulations, 2015, please find the attached details/conclusion of the voting results (remote e-voting & poll) in respect of the Extra-ordinary General Meeting (EGM) of the members of Megri Soft Limited held on Monday, November 07, 2016 at 9.00 A.M. at S.C.O. 80, Sector-47D, Chandigarh-160047.

Details of Voting Results (remote e-voting & poll):

Date of EGM	November 07, 2016
Total number of shareholders on record date (i.e. October 31, 2016 cut-off date for voting purpose)	518
No. of shareholders present in the meeting either in person or through proxy:	
a. Promoter & Promoter Group: b. Public:	6 6
No. of shareholders attended the meeting through video conferencing:	
a. Promoter & Promoter Group:b. Public:	NIL NIL
Mode of Voting	E-voting and poll

The details of the businesses transacted at the meeting are attached as Annexure 1.

Please note that a copy of the results declared along with the Scrutinizer's Report of the Extra-ordinary General Meeting are also placed on the website of the Company at <u>www.megrisoft.com</u> & on the website of the Central Depository Services (India) Limited (CDSL) at <u>www.cdslindia.com</u>.

We request you to kindly take the same on your record.

Thanking You, Yours Faithfully ,

For Megri Soft Limited nicita an (Ankita Jain) hand Company Secretar

Encl: a/a

her promoter /promoter /promoter /promoter group are interested inenda/resolution?No. oforyMode of VotingNo. oforyMode of Votingshares heldoryE-voting19,52,050terPoll19,52,050PollPostal Ballot (if applicable)19,52,050InstitutiE-voting0.00PollPoll0.00PollPoll0.00PollPoll0.00PollPoll0.00Postal Ballot (if applicable)11,88,650Postal Ballot (if applicable)11,88,650PollPostal Ballot (if applicable)11,88,650Postal Ballot	For approval of appointment to a		n prescribed l of profit in the	imit of remu Company u/	meration payab s 188(f).	enhancement in prescribed limit of remuneration payable to related party's ty office or place of profit in the Company u/s 188(f).
Mode of VotingNo. of shares held&E-votingshares held&E-voting19,52,050Poll19,52,05019,52,050PollPostal Ballot (if applicable)19,52,050titutiE-voting0.00PollPoll0.00Postal Ballot (if applicable)Postal Ballot (if applicable)Postal Ballot (if applicable)0.00Postal Ballot (if applicable)Postal Ballot (if applicable)Postal Ballot (if applicable)11,88,650Postal Ballot (if applicable)Postal Ball	Yes, Mr. Mohn in this resolut	Yes, Mr. Mohnesh Kohli (father), Mrs. Neena (mother) & Mr. Austin Kohli (brother) are interested in this resolution being the relatives of Ms. Aprajita Kohli.	rs. Neena (mot es of Ms. Apraji	her) & Mr. Au ta Kohli.	ıstin Kohli (brot	her) are interested
ter & ter & F-votingE-voting19,52,050PollPostal Ballot (if applicable)19,52,050Postal Ballot (if applicable)0.00Poll0.00Poll0.00NonE-votingNonE-votingPostal Ballot (if applicable)11,88,650Postal Ballot (if applicable)11,90 <tr <td="">11,90Postal</tr>	eld No. of votes Polled (2)	% of votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes- Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100
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Poll 11,88,650 Postal Ballot (if applicable) 31,40,700 TOTAL 31,40,700	5,78,550	48.67	5,78,550	0.00.0	100.00	0.00
31,40,700	0 40,800	3.43	40,800	0.00	100.00	0.00
31,40,700			Not applicable	licable		
	0 25,71,400	81.87	25,71,400	0.00	100.00	0.00
		to state to	menter 19	•		

RESOLUTION NO. 2 Resolution required : Special	0. 2 uired : Special		To enhance the overa Companies Act, 2013.	ie overall Manageria t, 2013.	l Remuneratio	ı to be paid a	s prescribed und	To enhance the overall Managerial Remuneration to be paid as prescribed under Schedule V of the Companies Act, 2013.
Whether promoter/pro the agenda/ resolution?	Whether promoter/promoter group are interested in the agenda/ resolution?	erested in	Yes, Mr. Mohn in this resolut	Yes, Mr. Mohnesh Kohli (father), Mrs. Neena (mother) & Mr. Austin Kohli (brother) are interested in this resolution being the relatives of Ms. Aprajita Kohli.	rs. Neena (mot es of Ms. Apraji	her) & Mr. Au ta Kohli.	stin Kohli (brotl	ıer) are interested
Category	Mode of Voting	No. of shares held (1)	No. of votes Polled (2)	% of votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes- Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter &	E-voting		19,52,050	100.00	19,52,050	0.00	100.00	0.00
Fromoter Group	Poll	19,52,050	1		1	ı		1
	Postal Ballot (if applicable)				Not applicable	licable		
Public-Instituti	E-voting		•	-	•	•		T
ons	Poll	0.00	-	-		1		1
	Postal Ballot (if applicable)				Not applicable	dicable		
Public Non	E-voting		5,78,550	48.67	5,78,550	0.00.	100.00	0.00
Institutions	Poll	11,88,650	40,800	3.43	40,800	0.00	100.00	0.00
	Postal Ballot (if applicable)				Not applicable	licable		
	TOTAL	31,40,700	25,71,400	81.87	25,71,400	0.00	100.00	0.00
				- Chandia	Jain Jain			

Whether promoter group are interseted in the agenda/resolution? Verse interseted in this resolution being the relatives of Ns. Apprilat Golfi. Activation? Notice of Vorties? Notice of Vorties	RESOLUTION NO. 3 Resolution required : Special	0. 3 uired : Special		To approve th Business Deve	To approve the increase in remuneration of Ms. Aprajita Kohli, Whole-Time Director (Head of Business Development) (DIN 02489600) of the Company.	neration of M: 9600) of the Co	s. Aprajita Kompany.	ohli, Whole-Tim	e Director (Head of
	Whether prome the agenda/ res	oter/promoter group are int solution?	erested in	Yes, Mr. Mohm in this resoluti	esh Kohli (father), Mi ion being the relative	rs. Neena (mot s of Ms. Apraji	her) & Mr. Au ta Kohli.	stin Kohli (broth	(er) are interested
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	Category	Mode of Voting	No. of shares held (1)	No. of votes Polled (2)	% of votes Polled on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes- Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]*100
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	Promoter &	E-voting		19,52,050	100.00	19,52,050	0.00	100.00	0.00
Postal Ballot (if applicable)Not applicableInstitutiE-voting $ -$ <	Promoter Group	Poll	19,52,050	1	Ĩ	1	1	•	T
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$		Postal Ballot (if applicable)				Not app	olicable		
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$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	•	Postal Ballot (if applicable)				Not apl	olicable		
$ \begin{array}{ c c c c c } \hline Poll & 11,88,650 & 40,800 & 3.43 & 40,800 & 0.00 & 100.00 \\ \hline Postal Ballot (if applicable) & & & & & & & & & \\ \hline Postal Ballot (if applicable) & & & & & & & & & & & & & & & & & & &$	Public Non	E-voting		5,78,550	48.67	5,78,550	0.00	100.00	0.00
31,40,700 25,71,400 B1.87 25,71,400 0.00 100.00 31,40,700 25,71,400 0.00 100.00 100.00	Institutions	Poll	11,88,650	40,800	3.43	40,800	0.00	100.00	0.00
31,40,700 25,71,400 81.87 25,71,400 0.00 100.00		Postal Ballot (if applicable)				Not apl	olicable		
Limited + 4		TOTAL	31,40,700	25,71,400	0	25,71,400	0.00	100.00	0.00
			-		THE CHE	imited +	a un		

A.M. & ASSOCIATES

Mob: 8699731299, 8699031299 email: cs.mahindru@gmail.com **Company Secretaries** # 37, DEE ESS ESTATE, DHAKOLI, TEH. ZIRAKPUR, DISTT. – MOHALI, PUNJAB - 160104

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and amended rule 20 & 21 of the **Companies (Management and Administration) Rules**, 2014)

То The Chairman **Megri Soft Limited** S.C.O. 80, Sector 47-D, Chandigarh-160047

The Extra-ordinary General Meeting of the Equity Shareholders of Megri Soft Limited held on Monday, 7th Day of November, 2016 at 9.00 a.m. at the Registered Office of the Company situated at S.C.O. 80, Sector 47-D, Chandigarh-160047.

Dear Sir,

- 1. I, Ankur Mahindru, Proprietor of A.M. & Associates, Company Secretaries (M.No. ACS 27853, C.P. No. 9951) firm having registered office at #37, M.S. Enclave, Dee Ess Estate Gate, Dhakoli, Teh. Zirakpur, Distt. Mohali, Punjab-160104 was appointed as a Scrutinizer by the Board of Directors of Megri Soft Limited for the purpose of scrutinizing e-voting process (remote e-voting) and voting through poll at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with amended Rule 20 & 21 of the Companies (Management & Administration) Rules, 2014 in respect of below mentioned resolutions proposed at the Extra-ordinary General Meeting of the Equity Shareholders of Megri Soft Limited held on 07.11.2016 at 9.00 a.m. at the Registered Office of the Company situated at S.C.O. 80, Sector 47-D, Chandigarh-160047, submit my report as under.
- 2. The public advertisement with respect to dispatch of the notices and conducting of voting through electronic means was published in an English Newspaper "Business Standard" of wide circulation on 15.10.2016 and a Vernacular Newspaper "Desh Sewak" on 15.10.2016.
- 3. The remote e-voting period commenced on Thursday, November 03, 2016 at 09.00 a.m. and ended on Sunday, November 06, 2016 at 05.00 p.m., the CDSL portal for voting was blocked thereafter.
- 4. The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the Extra-ordinary General Meeting is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of the poll at the meeting are conducted in a fair and transparent manner and render Consolidated Scrutinizers Report of the total votes cast in the favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report prepared on the basis of votes casted through polling process.



- 5. The votes were unblocked in the presence of two witnesses not in the employment of the company.
- 6. I, hereby submit Consolidated Scrutinizer's Report pursuant to Rule 20(4) (xii) on all resolutions contained in the Notice of the aforesaid Extra-Ordinary General Meeting.
- 7. The results of the voting are as under:

A. Resolution 1: Ordinary Resolution

For approval of enhancement in prescribed limit of remuneration payable to Related Party's appointment to any office or place of profit in the Company u/s 188(F).

i. Voting through Electronic means

a. Voted in **favour** of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
24	25,30,600	100.00

b. Voted **against** the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

c. Abstain/Invalid votes:

Total number of members whose votes are invalid	Total number of shares held by them
0	0

ii. Voting through Poll

a. Voted in **favour** of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	40,800	100.00



b. Voted **against** the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

c. Abstain/Invalid votes:

Total number of members whose votes are invalid	Total number of shares held by them
0	0

iii. Consolidated E-voting and Poll

a. Voted in **favour** of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
27	25,71,400	100.00

b. Voted **against** the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

c. Abstain/Invalid votes:

Total number of members whose votes are invalid	Total number of shares held by them
0	0



Breakup of Voting through E-voting and Poll

Promoter/P ublic	No. of shares held (1)	No. of votes Polled (e- voting/poll) (2)	% of votes Polled on outstanding Shares (3)= [(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes- Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter & Promoter Group	19,52,050	19,52,050	100.00	19,52,050	0.00	100.00	0.00
Public- Institutional Holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public-others	11,88,650	6,19,350	52.10	6,19,350	0.00	100.00	0.00
TOTAL	31,40,700	25,71,400	81.87	25,71,400	0.00	100.00	0.00

RESULT FOR RESOLUTION-1

As the total number of votes cast in respect of Ordinary Resolution mentioned in the Notice of the EGM were in favour only, so i report that the Ordinary Resolution as set out in the Notice of the EGM has been passed by the Shareholders as Ordinary Resolution.

B. Resolution 2: Special Resolution

To enhance the overall managerial remuneration to be paid as prescribed under Schedule V of the Companies Act, 2013.

i. Voting through Electronic means

a. Voted in **favour** of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
24	25,30,600	100.00

b. Voted **against** the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0
		& ASSOC(7) V CP 9951 V M. No. 27853 * Canada Sector

c. Abstain/Invalid votes:

Total number of members whose votes are invalid	Total number of shares held by them	
0	0	

ii. Voting through Poll

a. Voted in **favour** of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	40,800	100.00

b. Voted **against** the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

c. Abstain/Invalid votes:

Total number of members whose votes are invalid	Total number of shares held by them	
0	0	

iii. Consolidated E-voting and Poll

a. Voted in **favour** of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
27	25,71,400	100.00



b. Voted **against** the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0

c. Abstain/Invalid votes:

Total number of members whose votes are invalid	Total number of shares held by them	
0	0	

Breakup of Voting through E-voting and Poll

Promoter/ Public	No. of shares held (1)	No. of votes Polled (e- voting/po ll) (2)	% of votes Polled on outstandi ng Shares (3)= [(2)/(1)]* 100	No. of Votes -in favour (4)	No. of Votes- Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter & Promoter Group	19,52,050	19,52,050	100.00	19,52,050	0.00	100.00	0.00
Public- Institutiona l Holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public- others	11,88,650	6,19,350	52.10	6,19,350	0.00	100.00	0.00
TOTAL	31,40,700	25,71,400	81.87	25,71,400	0.00	100.00	0.00



RESULT FOR RESOLUTION-2

As the total number of votes cast in respect of Special Resolution mentioned in the Notice of the EGM were in favour only, so i report that the Special Resolution as set out in the Notice of the EGM has been passed by the Shareholders as Special Resolution.

C. Resolution 3: Special Resolution

To approve the increase in Remuneration of Ms. Aprajita Kohli, Whole-Time Director (Head of Business Development) (DIN 02489600) of the Company.

i. Voting through Electronic means

a. Voted in **favour** of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast	
24	25,30,600	100.00	

b. Voted **against** the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast	
0	0	0	

c. Abstain/Invalid votes:

Total number of members whose votes are invalid	Total number of shares held by them		
0	0		

ii. Voting through Poll

a. Voted in **favour** of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast	
3	40,800	100.00	
		& ASSOCIATION	



b. Voted **against** the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast	
0	0	0	

c. Abstain/Invalid votes:

Total number of members whose votes are invalid	Total number of shares held by them			
0	0			

iii. Consolidated E-voting and Poll

a. Voted in **favour** of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast	
27	25,71,400	100.00	

b. Voted **against** the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast	
0	0	0	

c. Abstain/Invalid votes:

Total number of members whose votes are invalid	Total number of shares held by them		
0	0		



Breakup of Voting through E-voting and Poll

Promoter/Pu blic	No. of shares held (1)	No. of votes Polled (e- voting/poll) (2)	% of votes Polled on outstanding Shares (3)= [(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes- Against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Promoter & Promoter Group	19,52,050	19,52,050	100.00	19,52,050	0.00	100.00	0.00
Public- Institutional Holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public-others	11,88,650	11,88,650	6,19,350	52.10	6,19,350	0.00	100.00
TOTAL	31,40,700	31,40,700	25,71,400	81.87	25,71,400	0.00	100.00

RESULT FOR RESOLUTION-3

As the total number of votes cast in respect of Special Resolution mentioned in the Notice of the EGM were in favour only, so i report that the Special Resolution as set out in the Notice of the EGM has been passed by the Shareholders as Special Resolution.

8. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the Extra-ordinary General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking

You,

Yours faithfully, For A.M. & Associates



Ankur Mahindru Practicing Company Secretary M.No. 27853, C.P. No. 9951, Scrutinizer

Place: Zirakpur Date: 08.11.2016