

Date: 08.11.2016

To

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001 Email Id: corp.compliance@bseindia.com Scrip Code: 539012	Head- Listing & Compliance Metropolitan Stock Exchange of India Ltd. Exchange Square, Suren Road, Chakala, Andheri (East), Mumbai- 400093 Email Id: listingcompliance@msei.in Symbol: MEGRISOFT
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Subject: Pursuant to Regulation 44 of SEBI (Listing Obligations And & Disclosure Requirements) Regulations, 2015 -Declaration of Results of the Extra-ordinary General Meeting of Megri Soft Limited

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:	6
b. Public:	6
No. of shareholders attended the meeting through video conferencing:	
a. Promoter & Promoter Group:	NIL
b. Public:	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 www.megrisoft.com & on the website of the Central Depository Services (India) Limited (CDSL) at www.cdslindia.com.

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

Thanking You,
Yours Faithfully ,

For Megri Soft Limited

Ankita
Jain

(Ankita Jain)
Company Secretary



Encl: a/a

Annexure-1

RESOLUTION NO. 1 Resolution required : Ordinary		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).						
Whether promoter/promoter group are interested in the agenda/ resolution?		Yes, Mr. Mohanesh Kohli (father), Mrs. Neena (mother) & Mr. Austin Kohli (brother) are interested in this resolution being the relatives of Ms. Aprajita Kohli.						
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 & Promoter Group	E-voting		19,52,050	100.00	19,52,050	0.00	100.00	0.00
	Poll	19,52,050	-	-	-	-	-	-
	Postal Ballot (if applicable)							
Public-Institutions	E-voting		-	-	-	-	-	-
	Poll	0.00	-	-	-	-	-	-
	Postal Ballot (if applicable)							
Public Non Institutions	E-voting		5,78,550	48.67	5,78,550	0.00	100.00	0.00
	Poll	11,88,650	40,800	3.43	40,800	0.00	100.00	0.00
	Postal Ballot (if applicable)							
TOTAL		31,40,700	25,71,400	81.87	25,71,400	0.00	100.00	0.00



RESOLUTION NO. 2 Resolution required : Special		To enhance the overall Managerial Remuneration to be paid as prescribed under Schedule V of the Companies Act, 2013.						
Whether promoter/promoter group are interested in the agenda/ resolution?		Yes, Mr. Mohanesh Kohli (father), Mrs. Neena (mother) & Mr. Austin Kohli (brother) are interested in this resolution being the relatives of Ms. Aprajita Kohli.						
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 & Promoter Group	E-voting		19,52,050	100.00	19,52,050	0.00	100.00	0.00
	Poll	19,52,050	-	-	-	-	-	-
	Postal Ballot (if applicable)							
Public-Institutions	E-voting		-	-	-	-	-	-
	Poll	0.00	-	-	-	-	-	-
	Postal Ballot (if applicable)							
Public Non Institutions	E-voting		5,78,550	48.67	5,78,550	0.00	100.00	0.00
	Poll	11,88,650	40,800	3.43	40,800	0.00	100.00	0.00
	Postal Ballot (if applicable)							
TOTAL		31,40,700	25,71,400	81.87	25,71,400	0.00	100.00	0.00



RESOLUTION NO. 3
Resolution required : Special

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

Whether promoter/promoter group are interested in the agenda/ resolution?

Yes, Mr. Mohan Kohli (father), Mrs. Neena (mother) & Mr. Austin Kohli (brother) are interested in this resolution being the relatives of Ms. Aprajita Kohli.

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 & Promoter Group	E-voting		19,52,050	100.00	19,52,050	0.00	100.00	0.00
	Poll	19,52,050	-	-	-	-	-	-
	Postal Ballot (if applicable)							
Not applicable								
Public-Institutions	E-voting		-	-	-	-	-	-
	Poll	0.00	-	-	-	-	-	-
	Postal Ballot (if applicable)							
Not applicable								
Public Non Institutions	E-voting		5,78,550	48.67	5,78,550	0.00	100.00	0.00
	Poll	11,88,650	40,800	3.43	40,800	0.00	100.00	0.00
	Postal Ballot (if applicable)							
Not applicable								
TOTAL		31,40,700	25,71,400	81.87	25,71,400	0.00	100.00	0.00



A.M. & ASSOCIATES

Company Secretaries

37, DEE ESS ESTATE, DHAKOLI, TEH. ZIRAKPUR, DISTT. – MOHALI, PUNJAB - 160104

Mob: 8699731299, 8699031299

email: cs.mahindru@gmail.com

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)

To
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



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/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-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



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.

**Place: Zirakpur
Date: 08.11.2016**

Thanking
You,

**Yours faithfully,
For A.M. & Associates**



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