

**MEGASOFT LIMITED**

CIN: L72200TN1999PLC042730

85, Kutchery Road, Mylapore  
Chennai - 600 004.

Tel: +91 (44) 2461 6768

Fax: +91 (44) 2461 7810

www.megasoft.com

26 December 2014

**Bombay Stock Exchange  
Limited**  
Phiroze JeeJee Bhoy Towers  
Dalal Street  
Fort  
Mumbai 400001**Madras Stock Exchange  
Limited**  
Exchange Building  
Post Box No.183  
No.11, Second Line Beach  
Chennai 600001**National Stock Exchange of  
India Limited**  
Exchange Plaza  
Bandra-Kurla Complex  
Bandra(E)  
Mumbai 400051

Dear Sirs

This is further to our letter of 14 November and 22 November 2014 regarding the Postal Ballot Notice dated 14 November 2014 seeking their approval to the transactions listed therein, by postal ballot process pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management & Admiration) Rules, 2014.

Mr M Damodaran, Practising Company Secretary submitted his report dated 26 December 2014 on postal ballot process (both e-voting and physical postal ballot forms) to the Managing Director of the company. Based on the report submitted by the Scrutiniser, the Managing Director declared the results on 26 December 2014, of the resolutions passed through postal ballot process. According to the postal ballot results, following resolutions have been approved by the shareholders of the company with requisite majority:

| SI No | Description  | u/s of the companies act 2013 | Type of Resolution  |
|-------|--|-------------------------------|---------------------|
| (1)   | Borrowing Powers of the Company                              | 180(1)(c)                     | Special Resolution  |
| (2)   | Creation of security on the assets of the Company            | 180(1)(a)                     | Special Resolution  |
| (3)   | Inter-corporate Loans/investments/guarantee                  | 186                           | Special Resolution  |
| (4)   | Related Party transactions                                   | 188                           | Special Resolution  |
| (5)   | Alteration of Memorandum of Association                      | 13                            | Special Resolution  |
| (6)   | Amendment of Articles of Association                         | 14                            | Special Resolution  |
| (7)   | Appointment of Mr R Janardhana Reddy as Independent Director | 149 and 152                   | Ordinary Resolution |
| (8)   | Appointment of Mr Anil Kumar Sood as Independent Director    | 149 and 152                   | Ordinary Resolution |
| (9)   | Appointment of Mr Anish Mathew as Independent Director       | 149 and 152                   | Ordinary Resolution |

Kindly acknowledge receipt.

Thanking you

Very truly yours

**MEGASOFT LIMITED**  
GP Srinath  
Company Secretary

**MEGASOFT LIMITED**

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Fort  
Mumbai 400001**Madras Stock Exchange  
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No.11, Second Line Beach  
Chennai 600001**National Stock Exchange of  
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Exchange Plaza  
Bandra-Kurla Complex,  
Bandra(E)  
Mumbai 400051

Dear Sirs

**Ref: Postal Ballot Notice dated 14 November 2014**  
**Re: Scrutinizers report (combined) – Voting result**


This is further to our letter of even date regarding the Postal Ballot Notice dated 14 November 2014, all items of business contained in the Postal Ballot Notice were approved by the shareholders of the company with requisite majority.

The scan copy of the Scrutinizers Report (combined) in this regard is attached.

Kindly acknowledge receipt.

Thanking you

Very truly yours  
**MEGASOFT LIMITED**

  
**GP Srinath**  
Company Secretary



New No.6, Old No.12,  
Appavoo Gramani 1st Street,  
Mandaveli,  
(Opp. to Church Near by BSNL Office)  
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Ph : 044-4360 1111  
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**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.  
Mobile:98412 81693

**Scrutinizer's Report on Postal Ballot**  
[Pursuant to section 108, 110 of the Companies Act, 2013 and  
Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014]

To  
The Chairman  
MEGASOFT LIMITED,  
NO.85, KUTCHERY ROAD  
MYLAPORE  
CHENNAI 600004

Dear Sir,

The Board of Directors of Megasoft Limited ("the Company") have vide resolution passed on November 14, 2014, decided to conduct the process of voting through postal ballot as required under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on the resolutions as set out in the notice dated November 14, 2014 for obtaining approval of members of the Company.

The Company has provided the facility of voting through electronic means as required under the provisions of Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read along with provisions of Clause 35B(i) of the Listing Agreement as entered by the Company with the Stock Exchanges.

I, M. Damodaran, a Company Secretary in Practice, has been appointed as a SCRUTINIZER for the purpose of conducting the postal ballot voting process and e-voting process in a fair and transparent manner for obtaining approval of shareholders for the resolutions set out in the said POSTAL BALLOT NOTICE dated November 14, 2014.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot and electronic means on the resolutions contained in the POSTAL BALLOT NOTICE dated November 14, 2014. My responsibility as a scrutinizer for the said process is restricted to to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the POSTAL BALLOT NOTICE dated November 14, 2014, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and the physical postal ballot papers received by post.

The notice dated November 14, 2014 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the members of the Company.

The members of the Company holding shares as on November 14, 2014 were entitled to vote on the resolution proposed as set out in the POSTAL BALLOT NOTICE.

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081





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



Further to the above, I submit my report as under:

- (i) The Company had provided facility of casting vote to the members of the Company through postal ballot voting process and also through electronic means.
- (ii) The Company had followed the process as required under Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting through postal ballot and electronic means.
- (iii) All Postal Ballot Forms received up to the close of the working hours on Tuesday, December 23, 2014, being the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for scrutiny for the purpose of this report.
- (iv) The Postal Ballot Forms were kept in my safe custody.
- (v) The e-voting period remained open from Monday, November 24, 2014 (9:00 A.M) to Tuesday, December 23, 2014 (6:00 P.M).
- (vi) The members of the Company as on the "cut-off" date i.e. November 14, 2014 were entitled to vote on the resolutions (item nos. 1 to 9 as set out in the POSTAL BALLOT NOTICE).
- (vii) At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
- (viii) Thereafter, the details containing inter alia, list of share holders, who voted "for" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited (CDSL) i.e. <https://www.evotingindia.co.in/> and based on such reports generated, the result of the e-voting were determined.
- (ix) I have scrutinized the votes cast through electronic means and also through physical ballot forms for the purpose of this report.
- (x) The particulars of all the electronic votes cast by the members through e-voting process and votes cast by the members through physical ballot forms have been recorded in a register (in electronic form) separately maintained for the purpose.

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081





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



**Item-1:**

Borrowing limits of the Company u/s 180(1)(c) of the Companies Act, 2013 – Special Resolution.

| Type of Voting                             | In Favour             |                           |                                  | Against               |                           |                                  | Invalid   |                                    |
|--|-----------------------|---------------------------|----------------------------------|-----------------------|---------------------------|----------------------------------|---|------------------------------------|
|  | No. of members voting | No. of votes cast by them | % of total number of valid votes | No. of members voting | No. of votes cast by them | % of total number of valid votes | Total number of members whose votes were declared invalid | Total number of votes cast by them |
| Voting through postal ballot               | 236                   | 163,420                   | 95.38                            | 27                    | 7,921                     | 4.62                             | 3   | 97,622                             |
| Voting through electronic means (e-voting) | 60                    | 13,061,957                | 96.44                            | 5                     | 481,507                   | 3.56                             | 0   | 0                                  |
| <b>Total</b>                               | <b>296</b>            | <b>13,225,377</b>         | <b>96.43</b>                     | <b>31</b>             | <b>489,428</b>            | <b>3.57</b>                      | <b>3</b>  | <b>97,622</b>                      |

**Item-2:**

Resolution for Creation of security on the assets of the Company u/s 180(1)(a) of the Companies Act, 2013 – Special Resolution.

| Type of Voting                             | In Favour             |                           |                                  | Against               |                           |                                  | Invalid   |                                    |
|--|-----------------------|---------------------------|----------------------------------|-----------------------|---------------------------|----------------------------------|---|------------------------------------|
|  | No. of members voting | No. of votes cast by them | % of total number of valid votes | No. of members voting | No. of votes cast by them | % of total number of valid votes | Total number of members whose votes were declared invalid | Total number of votes cast by them |
| Voting through postal ballot               | 241                   | 166,239                   | 97.02                            | 22                    | 5,102                     | 2.98                             | 3   | 97,622                             |
| Voting through electronic means (e-voting) | 60                    | 14,830,775                | 96.86                            | 7                     | 481,566                   | 3.14                             | 0   | 0                                  |
| <b>Total</b>                               | <b>301</b>            | <b>14,997,014</b>         | <b>96.86</b>                     | <b>29</b>             | <b>486,668</b>            | <b>3.14</b>                      | <b>3</b>  | <b>97,622</b>                      |

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081





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



**Item-3:**

Inter-corporate Loans / investments / guarantee u/s 186 of the Companies Act, 2013 – Special Resolution.

| Type of Voting                             | In Favour             |                           |                                  | Against               |                           |                                  | Invalid   |                                    |
|--|-----------------------|---------------------------|----------------------------------|-----------------------|---------------------------|----------------------------------|---|------------------------------------|
|  | No. of members voting | No. of votes cast by them | % of total number of valid votes | No. of members voting | No. of votes cast by them | % of total number of valid votes | Total number of members whose votes were declared invalid | Total number of votes cast by them |
| Voting through postal ballot               | 233                   | 159,825                   | 93.28                            | 30                    | 11,516                    | 6.72                             | 3   | 97,622                             |
| Voting through electronic means (e-voting) | 49                    | 7,393,385                 | 92.64                            | 8                     | 587,241                   | 7.36                             | 0   | 0                                  |
| <b>Total</b>                               | <b>282</b>            | <b>7,553,210</b>          | <b>92.66</b>                     | <b>38</b>             | <b>598,757</b>            | <b>7.34</b>                      | <b>3</b>  | <b>97,622</b>                      |

**Item-4:**

Related Party transactions u/s 188 of the Companies Act, 2013 – Special Resolution.

| Type of Voting                             | In Favour             |                           |                                  | Against               |                           |                                  | Invalid   |                                    |
|--|-----------------------|---------------------------|----------------------------------|-----------------------|---------------------------|----------------------------------|---|------------------------------------|
|  | No. of members voting | No. of votes cast by them | % of total number of valid votes | No. of members voting | No. of votes cast by them | % of total number of valid votes | Total number of members whose votes were declared invalid | Total number of votes cast by them |
| Voting through postal ballot               | 235                   | 161,414                   | 94.21                            | 28                    | 9,927                     | 5.79                             | 3   | 97,622                             |
| Voting through electronic means (e-voting) | 50                    | 7,499,079                 | 93.97                            | 7                     | 481,547                   | 6.03                             | 0   | 0                                  |
| <b>Total</b>                               | <b>285</b>            | <b>7,660,493</b>          | <b>93.97</b>                     | <b>35</b>             | <b>491,474</b>            | <b>6.03</b>                      | <b>3</b>  | <b>97,622</b>                      |

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081





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



**Item-5:**

Alteration of Memorandum of Association u/s 13 of the Companies Act, 2013 – Special Resolution.

| Type of Voting                             | In Favour             |                           |                                  | Against               |                           |                                  | Invalid   |                                    |
|--|-----------------------|---------------------------|----------------------------------|-----------------------|---------------------------|----------------------------------|---|------------------------------------|
|  | No. of members voting | No. of votes cast by them | % of total number of valid votes | No. of members voting | No. of votes cast by them | % of total number of valid votes | Total number of members whose votes were declared invalid | Total number of votes cast by them |
| Voting through postal ballot               | 240                   | 165,876                   | 96.81                            | 23                    | 5,465                     | 3.19                             | 3   | 97,622                             |
| Voting through electronic means (e-voting) | 60                    | 14,830,485                | 96.85                            | 7                     | 481,856                   | 3.15                             | 0   | 0                                  |
| <b>Total</b>                               | <b>300</b>            | <b>14,996,361</b>         | <b>96.85</b>                     | <b>30</b>             | <b>487,321</b>            | <b>3.15</b>                      | <b>3</b>  | <b>97,622</b>                      |

**Item-6:**

Adoption of New set of Articles of Association u/s 14 of the Companies Act, 2013 – Special Resolution.

| Type of Voting                             | In Favour             |                           |                                  | Against               |                           |                                  | Invalid   |                                    |
|--|-----------------------|---------------------------|----------------------------------|-----------------------|---------------------------|----------------------------------|---|------------------------------------|
|  | No. of members voting | No. of votes cast by them | % of total number of valid votes | No. of members voting | No. of votes cast by them | % of total number of valid votes | Total number of members whose votes were declared invalid | Total number of votes cast by them |
| Voting through postal ballot               | 240                   | 162,889                   | 95.07                            | 23                    | 8,452                     | 4.93                             | 3   | 97,622                             |
| Voting through electronic means (e-voting) | 61                    | 14,830,516                | 96.85                            | 6                     | 481,825                   | 3.15                             | 0   | 0                                  |
| <b>Total</b>                               | <b>301</b>            | <b>14,993,405</b>         | <b>96.83</b>                     | <b>29</b>             | <b>490,277</b>            | <b>3.17</b>                      | <b>3</b>  | <b>97,622</b>                      |

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081





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



**Item-7:**

Appointment of Mr R Janardhana Reddy (DIN: 02544300) as Independent Director u/s 149, 152 of the Companies Act, 2013 – Ordinary Resolution.

| Type of Voting                             | In Favour             |                           |                                  | Against               |                           |                                  | Invalid   |                                    |
|--|-----------------------|---------------------------|----------------------------------|-----------------------|---------------------------|----------------------------------|---|------------------------------------|
|  | No. of members voting | No. of votes cast by them | % of total number of valid votes | No. of members voting | No. of votes cast by them | % of total number of valid votes | Total number of members whose votes were declared invalid | Total number of votes cast by them |
| Voting through postal ballot               | 245                   | 164,572                   | 96.05                            | 18                    | 6,769                     | 3.95                             | 3   | 97,622                             |
| Voting through electronic means (e-voting) | 61                    | 13,521,026                | 99.83                            | 5                     | 22,500                    | 0.17                             | 0   | 0                                  |
| <b>Total</b>                               | <b>306</b>            | <b>13,685,598</b>         | <b>99.79</b>                     | <b>23</b>             | <b>29,269</b>             | <b>0.21</b>                      | <b>3</b>  | <b>97,622</b>                      |

**Item-8:**

Appointment of Mr. Anil Kumar Sood (DIN: 00086577) as Independent Director u/s 149, 152 of the Companies Act, 2013 – Ordinary Resolution.

| Type of Voting                             | In Favour             |                           |                                  | Against               |                           |                                  | Invalid   |                                    |
|--|-----------------------|---------------------------|----------------------------------|-----------------------|---------------------------|----------------------------------|---|------------------------------------|
|  | No. of members voting | No. of votes cast by them | % of total number of valid votes | No. of members voting | No. of votes cast by them | % of total number of valid votes | Total number of members whose votes were declared invalid | Total number of votes cast by them |
| Voting through postal ballot               | 244                   | 164,546                   | 96.03                            | 19                    | 6,795                     | 3.97                             | 3   | 97,622                             |
| Voting through electronic means (e-voting) | 58                    | 13,062,427                | 96.45                            | 8                     | 481,099                   | 3.55                             | 0   | 0                                  |
| <b>Total</b>                               | <b>302</b>            | <b>13,226,973</b>         | <b>96.44</b>                     | <b>27</b>             | <b>487,894</b>            | <b>3.56</b>                      | <b>3</b>  | <b>97,622</b>                      |

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081





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



**Item-9:**

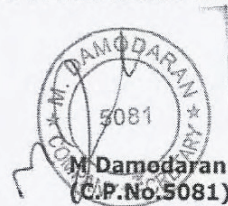
Appointment of Mr. Anish Mathew (DIN: 02545538) as Independent Director u/s 149, 152 of the Companies Act, 2013 – Ordinary Resolution.

| Type of Voting                             | In Favour             |                           |                                  | Against               |                           |                                  | Invalid   |                                    |
|--|-----------------------|---------------------------|----------------------------------|-----------------------|---------------------------|----------------------------------|---|------------------------------------|
|  | No. of members voting | No. of votes cast by them | % of total number of valid votes | No. of members voting | No. of votes cast by them | % of total number of valid votes | Total number of members whose votes were declared invalid | Total number of votes cast by them |
| Voting through postal ballot               | 240                   | 161,491                   | 94.25                            | 23                    | 9,850                     | 5.75                             | 3   | 97,622                             |
| Voting through electronic means (e-voting) | 58                    | 12,859,581                | 95.64                            | 7                     | 586,375                   | 4.36                             | 0   | 0                                  |
| <b>Total</b>                               | <b>298</b>            | <b>13,021,072</b>         | <b>95.62</b>                     | <b>30</b>             | <b>596,225</b>            | <b>4.38</b>                      | <b>3</b>  | <b>97,622</b>                      |

The Postal Ballot Forms and all other relevant records are being handed over to the Company Secretary authorized by the Board for safe keeping.

**Recommendation:** The resolution may be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting by Postal Ballot.

For M Damodaran & Associates



Place: Chennai  
Date: 26/12/2014