

**MEGASOFT LIMITED**

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26 December 2014

BSE LimitedPhiroze 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

Ref: Postal Ballot Notice dated 14 November 2014**Re: Clause 35A of the Listing Agreement – 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 said Postal Ballot Notice were approved by the shareholders of the company with requisite majority.

In this regard, we provide information on Postal Ballot voting results in terms of clause 35A of the Listing Agreement is attached in the prescribed format.

Kindly acknowledge receipt.

Thanking you

Very truly yours

MEGASOFT LIMITED**GP Srinath**
Company Secretary



POSTAL BALLOT VOTING RESULTS – CLAUSE 35A OF THE LISTING AGREEMENT

The Board of Directors of Megasoftware 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.

Agenda-wise

The Mode of voting for all resolutions was E-voting and Poll conducted through Postal Ballot:

Item-1:

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

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3203956	3203956	100.00	3203956	0	100.00	0.00
Public - Institutional holders	9445619	3868000	40.95	3868000	0	100.00	0.00
Public-Others	31617718	6642797	21.01	6153421	489428	92.63	7.37
Total	44267293	13714753	30.98	13225377	489428	96.43	3.57





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.**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3203956	3203956	100.00	3203956	0	100.00	0.00
Public - Institutional holders	9445619	5636877	59.68	5636877	0	100.00	0.00
Public-Others	31617718	6642797	21.01	6156181	486668	92.67	7.33
Total	44267293	15483630	30.98	14937014	486668	96.86	3.14

Item-3:

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

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3203956	0	0.00	0	0	0.00	0.00
Public - Institutional holders	9445619	3868000	40.95	3762375	105625	97.27	2.73
Public-Others	31617718	6626947	20.96	3790835	493132	57.20	7.44
Total	44267293	10494947	30.98	7553210	598757	92.66	7.34





Item-4:

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

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3203956	0	0.00	0	0	0.00	0.00
Public - Institutional holders	9445619	3868000	40.95	3868000	0	100.00	0.00
Public-Others	31617718	6626947	20.96	3792493	491474	57.23	7.42
Total	44267293	10494947	30.98	7660493	491474	93.97	6.03

Item-5:

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

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3203956	3203956	100.00	3203956	0	100.00	0.00
Public - Institutional holders	9445619	5636877	59.68	5636877	0	100.00	0.00
Public-Others	31617718	6642797	21.01	6155528	487321	92.66	7.34
Total	44267293	15483630	30.98	14996361	487321	96.85	3.15



Amendment of Articles of Association u/s 14 of the Companies Act, 2013 – **Special Resolution.**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3203956	3203956	100.00	3203956	0	100.00	0.00
Public - Institutional holders	9445619	5636877	59.68	5636877	0	100.00	0.00
Public-Others	31617718	6642797	21.01	6152572	490277	92.62	7.38
Total	44267293	15483630	30.98	14993405	490277	96.83	3.17

Item-7:

Appointment of Mr R Janardhana Reddy as Independent Director u/s 149, 152 of the Companies Act, 2013 – **Ordinary Resolution.**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3203956	3203956	100.00	3203956	0	100.00	0.00
Public - Institutional holders	9445619	3868000	40.95	3868000	0	100.00	0.00
Public-Others	31617718	6642859	21.01	6613642	29269	99.56	0.44
Total	44267293	13714815	30.98	13685598	29269	99.79	0.21





Item-8:

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

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3203956	3203956	100.00	3203956	0	100.00	0.00
Public - Institutional holders	9445619	3868000	40.95	3868000	0	100.00	0.00
Public-Others	31617718	6642859	21.01	6155017	487894	92.66	7.34
Total	44267293	13714815	30.98	13226973	487894	96.44	3.56

Item-9:

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

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	3203956	3203956	100.00	3203956	0	100.00	0.00
Public - Institutional holders	9445619	3868000	40.95	3762375	105625	97.27	2.73
Public-Others	31617718	6642859	21.01	6054741	490600	91.15	7.39
Total	44267293	13714815	30.98	13021072	596225	95.62	4.38

For MEGASOFT LIMITED

GP Srinath
GP SRINATH
 Company Secretary

