MEGASOFT LIMITED
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Date: 04.10.2018

To
National Stock Exchange of India Ltd
Listing Department
Exchange Plaza
Bandra Kurla Complex,
Bandra [E]
Mumbai – 400051

Sub.: Submission of proceedings of 18th Annual General Meeting

We are pleased to enclose the copy of the proceedings of the 18th Annual General Meeting of the Company for your records.

Kindly acknowledge receipt.

Thanking you

Yours Faithfully
For **Megasoft Limited**

Shridhar Thathachary
Chief Financial Officer
Encl.: a/a

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Proceedings of the 18th Annual General Meeting of the Shareholders of the Company held on Thursday, 27th September, 2018 at 9.00 AM at Gayatri Hall, Hotel Gokulam Park, 67, 1st Avenue, Ashok Nagar, Chennai - 600083.

Directors' Present

Mr. GV Kumar – Managing Director
Mr. D Sudhakar Reddy – Director
Mr. Anil Kumar Sood – Director
Mr. Anish Mathew – Director
Ms. Leona Ambuja – Director

In attendance

Mr. Shridhar Thathachary - CFO

Invitees

Mr. Arjun, M/s.N.C.Rajagopal & Co.,
Chartered Accountants - Statutory Auditors

Mr. M. Damodaran, M/s.M Damodaran & Associates
Secretarial Auditor & Scrutinizer

Mr. GV Kumar, Chaired the meeting and conducted the proceedings.

93 shareholders were present in person and no shareholders were present by proxy.

The Chairman welcomed the members to the 18th Annual General Meeting (AGM) of the Company and declared that the necessary quorum was present. He informed that the Register of Directors and their shareholding, Proxy Register etc., were available at the entrance of the meeting hall and open to the members for inspection.

After introduction of Directors on the dias, the Chairman delivered his speech to the shareholders. During his speech, he appraised the shareholders about the economic scenario, key highlights of the operational performance, new action plan initiated by the Company and future prospects. Before concluding his speech, the Chairman thanked the shareholders for their trust and support and acknowledged with gratitude the valuable support and co-operation of customers, suppliers, bankers and business associates. He also appreciated all employees of the Company for their contribution to the Company's performance and for their dedication and commitment.

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The Chairman, with the permission of the shareholders, informed that the notice, financial statements, reports of directors and auditors were taken as read.

The Chairman then invited queries from the members' post which the Chairman proceeded to transact the items set out in the notice of the meeting.

Before taking up the items of the agenda, the Chairman informed about the process of approval of the resolutions by the shareholders. He informed that as per the provisions of the Companies Act 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, necessary e-voting facility was provided to the shareholders in order to exercise their right to vote for the resolutions in respect of the items of the agenda as set out in the notice through CDSL e-Voting platform and the said e-voting had commenced on 24th September, 2018 at 9.00 a.m. and ended on 26th September, 2018 at 5.00 p.m.

However, in order to provide an opportunity to the shareholders who could not cast their vote electronically, the Chairman ordered to conduct polling, the process of which was explained at the venue. Mr. M Damodaran, Practicing Company Secretary who was appointed as Scrutinizer conducted the poll process.

After giving sufficient time to the shareholders to vote at the venue, the Chairman informed that upon receipt of the detailed report from the Scrutinizer, the result of e-voting & voting on poll will be announced and posted on the Company's web site. Thereafter the Chairman declared the meeting as closed.

A detailed report was submitted by the scrutinizer and based on the said report the result of e-voting & voting on poll was announced by the Company on 28.09.2018, the details of which are given below along with the resolutions duly passed by the shareholders:

Item No.1: Adoption of audited balance sheet as at 31st March 2018 and statement of profit and loss for the year ended on that date and the Report of the Directors and Auditors thereon

Total No. of votes cast	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
12672401	12653264	19137	99.85%	0.15%

According to the above, the following resolution was passed by the shareholders with requisite majority.

Ordinary Resolution

RESOLVED THAT the audited Balance Sheet as at 31st March 2018, Statements of Profit and Loss (both standalone and consolidated accounts) and Cash Flow for the year ended on that date together with the Directors' Report and Auditors' Report thereon be and are hereby received and adopted.

Item No.2: Re-appointment of Mr. D Sudhakar Reddy (DIN-00047707), who retires by rotation

Total No. of votes cast	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
12672401	12653071	19330	99.85%	0.15%

According to the above, the following resolution was passed by the shareholders with requisite majority.

Ordinary Resolution

RESOLVED THAT Mr. D Sudhakar Reddy (DIN-00047707), who retires by rotation, at this Annual General Meeting as per Section 152 of the Companies Act, 2013 and who is eligible for reappointment, be and is hereby re-appointed as Director of the Company.

Item No.3: Re-appointment of Mr. GV Kumar (DIN-00059107), who retires by rotation

Total No. of votes cast	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
12672401	12653571	18830	99.85%	0.15%

According to the above, the following resolution was passed by the shareholders with requisite majority.

Ordinary Resolution

RESOLVED THAT Mr. GV Kumar (DIN-00059107), who retires by rotation, at this Annual General Meeting as per Section 152 of the Companies Act, 2013 and who is eligible for reappointment, be and is hereby re-appointed as Director of the Company.

Item No.4: Ratification of appointment of Auditor

Total No. of votes cast	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
12672001	12653264	18737	99.85%	0.15%

According to the above, the following resolution has been duly passed by the shareholders with requisite majority.

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Ordinary Resolution

RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the resolution passed by the members at the AGM held on 28th July 2017, the appointment of M/s. N.C.Rajagopal & Co, FRN 003398 S as the auditors of the Company to hold the office till the conclusion of the 22nd AGM to be held in the year 2022 be and is hereby ratified to examine and audit the accounts of the company, that the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the FY 2018-19 as may be determined in consultation with the Auditor.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to the above resolution.

Item No.5: Appointment of Branch Auditor

Total No. of votes cast	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
12672401	12653171	19230	99.85%	0.15%

According to the above, the following resolution has been duly passed by the shareholders with requisite majority.

Ordinary Resolution

RESOLVED THAT pursuant to the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Rules framed thereunder, the Board be and is hereby authorised to appoint from time to time Branch Auditors of any Branch office of the Company, whether existing or which may be opened / acquired hereafter outside India, based on the recommendation of the Audit / Risk & Compliance Committee, in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditor within the meaning of section 143(8) of the Companies Act, 2013 and to fix their remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to the above resolution.

For Megasoft Limited

Authorised Signatory