New No.6, Old No.12,
Appavoo Gramani 1st Street,
Mandaveli,
(Opp. to Church Near by BSNL Office)
Chennai - 600 028.
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M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries

ISO 9001:2008

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

CONSOLIDATED SCRUTINIZER'S REPORT

(REMOTE E-VOTING & INSTA POLL)

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended and the provisions of Regulation 44 of the SEBI LODR, Regulations 2015]

To,

The **Chairman** of 18th Annual General Meeting of the Equity Shareholders of M/s MEGASOFT LIMITED (CIN: L72200TN1999PLC042730) held on 27th day of September 2018 at 9.00 AM at Gayatri Hall, Hotel Gokulam Park, 67, 1st Avenue, Ashok Nagar, Chennai - 600083.

Dear Sir,

1. I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of M/s MEGASOFT LIMITED (the company) for the purpose of :

(i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of The Companies Act 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and the provisions of Regulation 44 of the SEBI LODR, Regulations 2015.

(ii) Poll through Ballot paper (Insta Poll) under the provisions of Section 109 of CA, 2013 read with Rule 21 of the Rules, on the resolutions contained in the notice to the 18th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 27th day of September 2018 at 9.00 AM at Gayatri Hall, Hotel Gokulam Park, 67, 1st Avenue, Ashok Nagar, Chennai - 600083.

M. DAMODARAN 5081 COMPANY SECRETARY

2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by Poll by Ballot paper (Insta Poll) at the AGM] for the resolutions contained in the Notice to the 18th AGM of the Equity Shareholders of the company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e by remote e-voting and Insta Poll at AGM) is restricted to make a consolidated scrutinizer's report of the vote cast "in favor "or "against" the resolution stated above, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.



Results of E-Voting and Insta Poll of M/s MEGASOFT LIMITED

Item No: 1

Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors & Audited Consolidated Financial Statements for the FY 2017-18.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	**Favour**			**Against**			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	1	1	100	100	0	0	0	100
E-Voting	29	25	12653164	99.85	4	19137	0.15	100
Total	30	26	12653264	99.85	4	19137	0.15	100

Details of Abstained votes:

Mode of Voting	Number of Polls & e-voting	Number of shares
Postal Ballot	0	0
E-Voting	0	0
Total	0	0

Details of Invalid votes:

Mode of Voting	Number of Polls & e-voting	Number of shares
Postal Ballot	0	0
E-Voting	0	0
Total	0	0



Item No: 2

Re-appointment of Mr D Sudhakar Reddy (DIN-00047707) as Director, who retires by rotation.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	**Favour**			**Against**			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	1	1	100	100	0	0	0	100
E-Voting	29	24	12652971	99.85	5	19330	0.15	100
Total	30	25	12653071	99.85	5	19330	0.15	100

Details of Abstained votes:

Mode of Voting	Number of Poll & e-voting	Number of shares
Insta Poll	0	0
E-Voting	0	0
Total	0	0

Details of Invalid votes:

Mode of Voting	Number of Poll & e-voting	Number of shares
Insta Poll	0	0
E-Voting	0	0
Total	0	0

M. DAMODARAN 5081 COMPANY SECRETARY

Item No: 3

Re-appointment of Mr GV Kumar (DIN-00059107) as Director, who retires by rotation.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	**Favour**			**Against**			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	1	1	100	100	0	0	0	100
E-Voting	29	25	12653471	99.85	4	18830	0.15	100
Total	30	26	12653571	99.85	4	18830	0.15	100

Details of Abstained votes:

Mode of Voting	Number of Poll & e-voting	Number of shares
Insta Poll	0	0
E-Voting	0	0
Total	0	0

Details of Invalid votes:

Mode of Voting	Number of Poll & e-voting	Number of shares
Insta Poll	0	0
E-Voting	0	0
Total	0	0

M. DAMODARAN 6081 COMPANY SECRETARY

Item No: 4

Ratification of appointment of M/s. N.C. Rajagopal & Co, Chartered Accountants [ICAI Firm Registration No. 003398S], Chennai, as the statutory auditors of the Company.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	**Favour**			**Against**			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	1	1	100	100	0	0	0	100
E-Voting	28	25	12653164	99.85	3	18737	0.15	100
Total	29	26	12653264	99.85	3	18737	0.15	100

Details of Abstained votes:

Mode of Voting	Number of Poll & e-voting	Number of shares
Insta Poll	0	0
E-Voting	1	400
Total	1	400

Details of Invalid votes:

Mode of Voting	Number of Poll & e-voting	Number of shares
Insta Poll	0	0
E-Voting	0	0
Total	0	0

M. DAMODARAN ★ 5081 ★ COMPANY SECRETARY

Item No: 5

Authorization for appointment of Branch Auditor and to fix their remuneration under the provisions of section 143(8) and other applicable provisions, if any, of the Companies Act, 2013.

Passed as Ordinary Resolution as follows:

Mode of Voting	Total Valid Polls Received & valid e-voting casted (3)+(6)	**Favour**			**Against**			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Polls & e-voting	Number of shares Voted	%	Number of Polls & e-voting	Numbe r of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Insta Poll	1	1	100	100	0	0	0	100
E-Voting	29	24	12653071	99.85	5	19230	0.15	100
Total	30	25	12653171	99.85	5	19230	0.15	100

Details of Abstained votes:

Mode of Voting	Number of Poll & e-voting	Number of shares
Insta Poll	0	0
E-Voting	0	0
Total	0	0

Details of Invalid votes:

Mode of Voting	Number of Poll & e-voting	Number of shares
Insta Poll	0	0
E-Voting	0	0
Total	0	0

M. DAMODARAN 5081 COMPANY SECRETARY

3. The electronic data and all other relevant records relating to e voting and insta poll is under my safe custody and will be handed over to the Chief Financial Officer for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully,

M. DAMODARAN 5081 COMPANY SECRETARY

M.Damodaran & Associates
Practicing Company Secretary

Place: Chennai
Date: 28.09.2018