

**MEGASOFT LIMITED**

85, Kutchery Road, Mylapore

Chennai - 600 004.

Tel: +91 (44) 2461 6768

Fax: +91 (44) 2461 7810

www.megasoft.com

29 June 2012

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

Dear Sirs

Ref: 12th Annual General Meeting held on 29 June 2012**Re: Clause 35A of the Listing Agreement – Voting result**

At the 12th Annual General Meeting of the Company held on 29 June 2012 at Chennai all items of business contained in the Notice of the AGM were approved by the shareholders of the company.

The details of the voting results at the AGM in terms of clause 35A of the Listing Agreement are attached in the prescribed format.

Kindly acknowledge receipt.

Thanking you

Very truly yours
MEGASOFT LIMITEDGP Srinath
Company Secretary

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Date of the AGM/EGM	June 29, 2012
Total number of shareholders on record date	26687
No. of Shareholders present in the meeting either in person or through proxy	212
Promoters and Promoter Group	3
Public	209
No. of Shareholders attended the meeting through Video Conferencing	Not arranged
Promoters and Promoter Group	
Public	

Item No	Agenda Item	Resolution required (ordinary / special)	Mode of voting (Show of hands / Poll / Postal ballot / E-voting)	Remarks
1	To receive, consider and adopt the audited Balance Sheet as at 31 December 2011 and the Profit and Loss Account for year ended on that date and the Report of the Directors and the Auditors thereon	Ordinary	Show of hands	Passed with requisite majority
2	To appoint a Director in place of Mr R Janardhana, who retires by rotation and being eligible, offers himself for re-election	Ordinary	Show of hands	Passed with requisite majority
3	To appoint a Director in place of Mr Anish Mathew, who retires by rotation and being eligible, offers himself for re-election	Ordinary	Show of hands	Passed with requisite majority
4	To appoint auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration	Ordinary	Show of hands	Passed with requisite majority
5	To appoint Mr S V Ramkumar as a Director liable to retire by rotation	Ordinary	Show of hands	Passed with requisite majority
6	To pay remuneration in the form of commission to non-executive directors	Special	Show of hands	Passed with requisite majority
7	Authorised the Board of Directors for appointment of Branch Auditors in consultation with the Statutory Auditors of the company	Ordinary	Show of hands	Passed with requisite majority



For MEGASOFT LIMITED

[Signature]
G P SRINATH
 Company Secretary