



MEGASOFT LIMITED

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15 April 2016

BSE Limited

Phiroze Jeejee Bhoy Towers

Dalal Street, Fort

Mumbai 400001

National Stock Exchange of India Limited

Exchange Plaza

Bandra-Kurla Complex, Bandra(E)

Mumbai 400051

Scrip Code: 532408

Symbol: MEGASOFT

Dear Sirs

Sub: Proceedings of Postal Ballot results declaration

Ref: Regulation 30 of the SEBI (LODR) Regulations, 2015

Further to our letter dated 22 March 2016 regarding the Postal Ballot results we forward the minutes (proceedings) of the postal ballot results declaration meeting held on 22 March 2016 in terms of regulation 30 of the SEBI (LODR) Regulations, 2015.

Kindly acknowledge receipt.

Thanking you

Very truly yours

MEGASOFT LIMITED

GV Kumar

Managing Director / Compliance Officer



MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE AT NO.85, KUTCHERY ROAD, MYLAPORE, CHENNAI 600004, ON TUESDAY 22 MARCH 2016 AT 5.00 PM FOR DECLARATION OF RESULTS OF VOTING BY THE POSTAL BALLOT, FOR THE POSTAL BALLOT NOTICE DATED 12 FEBRUARY 2016

PRESENT

Mr GV Kumar	-	Managing Director
Mr D Sudhakar Reddy	-	Executive Director
Mr M Damodaran	-	Practicing Company Secretary & Scrutinizer

The Board of Directors of the company at their meeting held on 12 February 2016 approved the proposal for conducting Postal Ballot under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules") seeking consent of its members for the resolutions mentioned therein by way of Postal Ballot process which included voting by electronic means.

The Board appointed Mr M Damodaran, Practicing Company Secretary, Chennai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

As required under Rule 22 of the Rules, the Postal Ballot Notice dated 12 February 2016 was sent to all the shareholders (dispatch completed on 19 February 2016) to send their assent or dissent in writing by post or through electronic means on or before 20 March 2016. The newspaper advertisement regarding dispatch of the Postal Ballot Notice along with the ballot papers and containing all the matters required under the Act and the relevant Rules was published on 20 February 2016 in Business Standard and Makkal Kural (vernacular language).

The Company also provided e-voting facility to the Shareholders for transacting the business through the said Postal Ballot. Members holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) 12 February 2016, were entitled to cast their vote electronically on the business(es) as set out in the Postal Ballot Notice through electronic voting system of Central Depository Services Limited (CDSL).

The Scrutinizer's report dated 22 March 2016 submitted to the company was taken on record for declaring the postal ballot results.

Date of the General Meeting / declaration of Postal Ballot results / e-Voting Results	22-Mar-16
Total number of shareholders on record date i.e. 12 February 2016	24670
No. of shareholders cast their votes through Postal Ballot / e-Voting	293
Promoters and Promoter Group	3
Public	290
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	NA
Public	NA



ITEM NO.1: APPOINTMENT OF INDEPENDENT DIRECTOR

The approval of the shareholders was sought for appointment of independent director as **Ordinary Resolution**:

RESOLVED that pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') and the Rules framed thereunder, and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof) the consent of the members of the company be and is hereby accorded to appoint Mrs Uma Garimella (DIN-02847624) who has been appointed as an Additional Director by the Board of Directors on 7 November 2015 pursuant to Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Woman Director of the Company for a period of five consecutive years.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.

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
postal ballot	230	93344	0.67	15	599790	4.32	-	-
e-voting	43	13178688	95.00	2	162	0.01	-	-
Total	273	13272032	95.67	17	599952	4.33	-	-



MEGASOFT LIMITED

Particulars	Mode of Voting	No. of shares held	No. of votes polled-#	% of shares polled on outstanding shares	No. of votes in favour	No. of vote-against	% of votes in favour on votes polled	% of votes against on vote polled
		(1)	(2)	(3)= (2/1)*100	(4)	(5)	(6)=(4/2) *100	(7)=(5/2) *100
Promoter and Promoter Group	E-Voting	3203956	3200894	99.90	3200894	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	3203956	0	0.00	0	0	0.00	0.00
	Total	3203956	3200894	99.90	3200894	0	100.00	0.00
Public- Institutions	E-Voting	4536794	4506304	99.33	4506304	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	4536794	0	0.00	0	0	0.00	0.00
	Total	4536794	4506304	99.33	4506304	0	100.00	0.00
Public- Non Institutions	E-Voting	36526543	5471652	14.98	5471490	162	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	36526543	693134	1.90	93344	599790	13.47	86.53
	Total	36526543	6164786	16.88	5564834	599952	90.27	9.73
TOTAL		44267293	13871984	31.34	13272032	599952	95.68	4.32

* excludes abstained / invalid votes

The resolution approved / passed by requisite majority.

ITEM NO.2: RE-APPOINTMENT OF MR GV KUMAR AS MANAGING DIRECTOR .

The approval of the shareholders was sought for re-appointment of Mr GV Kumar as Managing Director of the company as **Special Resolution**:

RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule-V thereto and other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof) and on the basis of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meetings held on 12 February 2016 and subject to the approval of the Central Government, if any, the Shareholders of the Company be and hereby accord their approval for the re-appointment of Mr GV Kumar (DIN-00059107) as Managing Director of the Company for a period of three years with effect from 1 April 2016 upon such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors (the 'Board') and Mr GV Kumar.

RESOLVED FURTHER that in the absence of or inadequacy of profits in any financial year during his tenure of office, the said remuneration will be paid as a Minimum Remuneration to Mr GV Kumar, Managing Director of the Company, subject to the provisions of Schedule-V of the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

Postal Ballot Results 22 March 2016



MEGASOFT LIMITED

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.

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
postal ballot	223	686754	5.90	22	6380	0.05	-	-
e-voting	40	10951669	94.05	3	255	0.01	-	-
Total	263	11638423	99.95	25	6635	0.06	-	-

Particulars	Mode of Voting	No. of shares held	No. of votes polled-#	% of shares polled on outstanding shares	No. of votes in favour	No. of vote-against	% of votes in favour on votes polled	% of votes against on vote polled
		(1)	(2)	(3)= (2/1)*100	(4)	(5)	(6)=(4/2) *100	(7)=(5/2) *100
Promoter and Promoter Group	E-Voting	3203956	3200894	99.90	3200894	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	3203956	0	0.00	0	0	0.00	0.00
	Total	3203956	3200894	99.90	3200894	0	100.00	0.00
Public- Institutions	E-Voting	4536794	4506304	99.33	4506304	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	4536794	0	0.00	0	0	0.00	0.00
	Total	4536794	4506304	99.33	4506304	0	100.00	0.00
Public- Non Institutions	E-Voting	36526543	3244726	8.88	3244471	255	99.99	0.01
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	36526543	693134	1.90	686754	6380	99.08	0.92
	Total	36526543	3937860	10.78	3931225	6635	99.83	0.17
TOTAL		44267293	11645058	26.31	11638423	6635	99.94	0.06

* excludes abstained / invalid votes

The resolution approved / passed by requisite majority.



ITEM NO.3: RE-APPOINTMENT OF MR D SUDHAKAR REDDY AS WHOLE-TIME DIRECTOR

The approval of the shareholders was sought for re-appointment of Mr D Sudhakar Reddy as a whole time director by the company as **Special Resolution**:

RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule-V thereto and other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof) and on the basis of the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meetings held on 12 February 2016 and subject to the approval of the Central Government, if any, the Shareholders of the Company be and hereby accord their approval for the re-appointment of Mr D Sudhakar Reddy (DIN-00047707) as a Whole time Director of the Company for a period of three years with effect from 1 April 2016 upon such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors (the 'Board') and Mr D Sudhakar Reddy.

RESOLVED FURTHER that in the absence of or inadequacy of profits in any financial year during his tenure of office, the said remuneration will be paid as a Minimum Remuneration to Mr D Sudhakar Reddy, Whole time Director of the Company, subject to the provisions of Schedule-V of the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.

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
postal ballot	223	687508	4.96	21	5580	0.04	-	-
e-voting	41	13178580	95.00	3	255	0.01	-	-
Total	264	13866088	99.96	24	5835	0.05	-	-



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Particulars	Mode of Voting	No. of shares held	No. of votes polled-#	% of shares polled on outstanding shares	No. of votes in favour	No. of vote-against	% of votes in favour on votes polled	% of votes against on vote polled
		(1)	(2)	(3)= (2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter Group	E-Voting	3203956	3200894	99.90	3200894	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	3203956	0	0.00	0	0	0.00	0.00
	Total	3203956	3200894	99.90	3200894	0	100.00	0.00
Public- Institutions	E-Voting	4536794	4506304	99.33	4506304	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	4536794	0	0.00	0	0	0.00	0.00
	Total	4536794	4506304	99.33	4506304	0	100.00	0.00
Public- Non Institutions	E-Voting	36526543	5471637	14.98	5471382	255	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	36526543	693088	1.90	687508	5580	99.19	0.81
	Total	36526543	6164725	16.88	6158890	5835	99.91	0.09
TOTAL		44267293	13871923	31.34	13866088	5835	99.96	0.04

* excludes abstained / invalid votes

The resolution approved / passed by requisite majority.



ITEM NO.4: TO OBTAIN AUTHORITY FOR JOINT DEVELOPMENT / SALE / TRANSFER OF IMMOVABLE PROPERTIES OF THE COMPANY - SPECIAL RESOLUTION

The approval of the shareholders was sought for joint development / sale / transfer of immovable properties of the company as **Special Resolution**:

RESOLVED that in continuation / extension of the approval by the members of the company pursuant to Section 293(1)(a) and other applicable provisions, of the erstwhile Companies Act, 1956 through postal ballot dated 15 October 2010, to sell, transfer the land & buildings at Hyderabad and land at Vishakhapatnam, consent of the members of the company be and is hereby accorded pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof), Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other law for the time being in force and subject to

- secured lender's approvals and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary,
- terms and conditions prescribed in the registered sale / other documents during May 2015 for Madhapur and Nanakramaguda, Hyderabad (acquired through amalgamation of VisualSoft Technologies Limited in 2006) allotted by TSIC (previously APIC), Hyderabad,
- appropriate Government Authority(s), Department(s), Office(s), Institution(s), Body(ies) and Agency(s) approval(s), consent(s), permission(s) and sanction(s) as may be necessary,
- terms, conditions, alternations and / or modifications, if any, as may be stipulated by any Authority while granting, such approvals, consents, permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted Committee thereof and any person authorised by the Board in its behalf)

for joint development / sale / transfer the land & buildings at Hyderabad (including new properties at Madhapur and Nanakramaguda, Hyderabad) and land at Vishakhapatnam, as a whole or separately on such agreed terms and conditions in the interest of the company by the board and further the board be and is hereby authorised to use, disposal or investment of the sale proceeds which may result from the transaction for expansion of the company's business and / or repayment of its debts.

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds and such matters and things, as may be necessary, including, finalising, varying and settling the terms and conditions to joint develop / sale, transfer, assignee, convey and deliver the unit and to finalise, execute, deliver and perform, such agreements (including what not limited to the agreement to sell assets), contracts, deeds, undertaking and other documents, file applications and make representations, in respect thereof and seek requisite approval from the relevant authorities and secured creditors, including Government Authorities, Bank and Financial Institutions, suitably inform and apply on the concerned Authorities, including in respect of its requirements of the Central and / or State Government(s) and / or local authorities.



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RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolutions to any Director(s) or any Committee of Directors or any other Officer(s) / Authorised representative(s) of the Company to give effect to this Resolution.

RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs.

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
postal ballot	219	92596	0.70	25	600492	4.54	-	-
e-voting	41	12540363	94.76	3	183	0.01	-	-
Total	260	12632959	95.46	28	600675	4.55	-	-

Particulars	Mode of Voting	No. of shares held	No. of votes polled-#	% of shares polled on outstanding shares	No. of votes in favour	No. of vote-against	% of votes in favour on votes polled	% of votes against on vote polled
		(1)	(2)	(3)= (2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter Group	E-Voting	3203956	3200894	99.90	3200894	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	3203956	0	0.00	0	0	0.00	0.00
	Total	3203956	3200894	99.90	3200894	0	100.00	0.00
Public- Institutions	E-Voting	4536794	3868000	85.26	3868000	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	4536794	0	0.00	0	0	0.00	0.00
	Total	4536794	3868000	85.26	3868000	0	100.00	0.00
Public- Non Institutions	E-Voting	36526543	5471652	14.98	5471469	183	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	36526543	693088	1.90	92596	600492	13.36	86.64
	Total	36526543	6164740	16.88	5564065	600675	90.26	9.74
TOTAL		44267293	13233634	29.89	12632959	600675	95.46	4.54

* excludes abstained / invalid votes

The resolution approved / passed by requisite majority.



ITEM NO.5: RE-CLASSIFICATION OF THE PROMOTERS OF THE COMPANY

The approval of the shareholders was sought for re-classification of the Promoters of the company as **Special Resolution**:

RESOLVED that pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof), the approval of the Company be and is hereby accorded for re-classification of Mr S Ravindra Babu and his family members including his HUF shareholdings in the company, the existing promoters of the company from promoter category to Non-promoter category.

RESOLVED FURTHER that the promoters seeking re-classification along with its promoter group entities and person acting in concert do / will not:

- have any special rights through formal or informal agreements.
- hold more than 10% of the paid-up capital of the Company.
- act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

on meeting of the above conditions Mr S Ravindra Babu and his family members shall cease to be the promoters of the company.

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this 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
postal ballot	224	687641	6.85	20	5447	0.05	-	-
e-voting	37	9338959	93.09	3	662	0.01	-	-
Total	261	10026600	99.94	23	6109	0.06	-	-



MEGASOFT LIMITED

Particulars	Mode of Voting	No. of shares held	No. of votes polled-#	% of shares polled on outstanding shares	No. of votes in favour	No. of vote-against	% of votes in favour on votes polled	% of votes against on vote polled
		(1)	(2)	(3)= (2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter Group	E-Voting	3203956	0	0.00	0	0	0.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	3203956	0	0.00	0	0	0.00	0.00
	Total	3203956	0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	4536794	3868000	85.26	3868000	0	100.00	0.00
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	4536794	0	0.00	0	0	0.00	0.00
	Total	4536794	3868000	85.26	3868000	0	100.00	0.00
Public- Non Institutions	E-Voting	36526543	5471621	14.98	5470959	662	99.99	0.01
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	36526543	693088	1.90	687641	5447	99.21	0.79
	Total	36526543	6164709	16.88	6158600	6109	99.90	0.10
TOTAL		44267293	10032709	22.66	10026600	6109	99.94	0.06

* excludes abstained / invalid votes

The resolution approved by requisite majority.

The meeting concluded with a vote of thanks to the Chair.

Sd/-

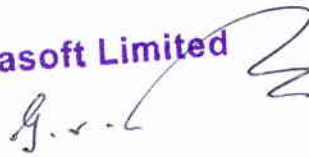
CHAIRMAN OF THE MEETING

Place: Chennai

Date: 22 March 2016

// Certified True Copy//

for Megasoft Limited



Managing Director

