MEGASOFT LIMITED
CIN : L72200TN1999PLC042730
Block "A" Wing 1, Level 5 & 6, Cyber Gateway
Madhapur, Hyderabad - 500081
Telangana, India.
Tel : +91 (40) 4033 0000; Fax : +91 (40) 4013 3555
website : www.megasoft.com

Date: 28.09.2018

Ref: MEG/SE/18-19/03

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

Sub.: Submission of Voting Result of 18th Annual General Meeting of the Company held on Thursday, the 27th September 2018 at 9.00 a.m.

We herewith submit the Result of e-voting and voting on poll conducted at the 18th Annual General Meeting (AGM) of the Company on Thursday, the 27th September 2018 at 9.00 a.m. at Gayatri Hall, Hotel Gokulam Park, 67, 1st Avenue, Ashok Nagar,Chennai – 600083.

Mr. M Damodaran, Practicing Company Secretary, who was appointed as Scrutinizer for conducting the e-voting process and poll at the AGM, has submitted his report dated 28.09.2018, a copy of which is also submitted for your records.

We request you to take the above on record please.

Thanking you

Yours Faithfully
For **Megasoft Limited**

Shridhar Thathachary
Chief Financial Officer
Encl.: a/a

MEGASOFT LIMITED Hyderabad

Megasoft Limited

Details regarding the voting results of 18th Annual General Meeting (AGM) of the Company held on Thursday, the 27th September 2018 at 9.00 a.m. at Gayatri Hall, Hotel Gokulam Park, 67, 1st Avenue, Ashok Nagar, Chennai – 600083.

Date of the AGM:	27.09.2018
Total number of shareholders on record date:	24742
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 - 93
No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	No video conferencing was made

Details of Agenda

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 – Ordinary Resolution

Category	Mode of Voting	No. of shares held	No. of votes cast	% of votes cast on outstanding shares	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	E- Voting	3200894	3200894	100%	3200894	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	3200894	3200894	100%	3200894	0	100%	0
Public – Institutions	E- Voting	3792865	3762375	99.2%	3762375	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0

	Total	3792865	3762375	99.2%	3762375	0	100%	0
Public – Non Institution	E- Voting	37273534	5709032	15.32%	5689895	19137	99.66%	0.34%
	Poll	0	100	0	100	0	100%	
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	37273534	5709132	15.32%	5689995	19137	99.66%	0.34%
Total		44267293	12672401	28.63%	12653264	19137	99.85%	0.15%

Item No.2

Re-appointment of Mr. D Sudhakar Reddy (DIN-00047707), who retires byrotation– Ordinary Resolution

Category	**Mode of Voting**	**No. of shares held**	**No. of votes cast**	**% of votes cast on outstanding shares**	**No. of votes cast in favour**	**No. of votes cast against**	**% of votes cast in favour**	**% of votes cast against**
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	E- Voting	3200894	3200894	100%	3200894	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	3200894	3200894	100%	3200894	0	100%	0
Public – Institutions	E- Voting	3792865	3762375	99.2%	3762375	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	3792865	3762375	99.2%	3762375	0	100%	0
Public – Non Institution	E- Voting	37273534	5709032	15.32%	5689702	19330	99.66%	0.34%
	Poll	0	100	0	100	0	100%	
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	37273534	5709132	15.32%	5689802	19330	99.66%	0.34%
Total		44267293	12672401	28.63%	12653071	19330	99.85%	0.15%

Item No.3

Re-appointment of Mr. GV Kumar(DIN-00059107), who retires by rotation– Ordinary Resolution

Category	Mode of Voting	No. of shares held	No. of votes cast	% of votes cast on outstanding shares	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	E- Voting	3200894	3200894	100%	3200894	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	3200894	3200894	100%	3200894	0	100%	0
Public – Institutions	E- Voting	3792865	3762375	99.2%	3762375	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	3792865	3762375	99.2%	3762375	0	100%	0
Public – Non Institution	E- Voting	37273534	5709032	15.32%	5690202	18830	99.66%	0.34%
	Poll	0	100	0	100	0	100%	
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	37273534	5709132	15.32%	5690302	18830	99.66%	0.34%
Total		44267293	12672401	28.63%	12653571	18830	99.85%	0.15%

Item No.4

Ratification of appointment of statutory auditors – Ordinary Resolution

Category	Mode of Voting	No. of shares held	No. of votes cast	% of votes cast on outstanding shares	No. of votes cast in favour	No. of votes cast against	% of votes cast in favour	% of votes cast against
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	E- Voting	3200894	3200894	100%	3200894	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	3200894	3200894	100%	3200894	0	100%	0
	E- Voting	3792865	3762375	99.2%	3762375	0	100%	0

Public – Institutions	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	3792865	3762375	99.2%	3762375	0	100%	0
Public – Non Institution	E- Voting	37273534	5709032	15.32%	5689895	18737	99.67%	0.33%
	Poll	0	100	0	100	0	100%	
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	37273534	5709132	15.32%	5689995	18737	99.67%	0.33%
Total		44267293	12672401	28.63%	12653264	18737	99.85%	0.15%

Item No.5

Appointment of Branch auditor– Ordinary Resolution

Category	**Mode of Voting**	**No. of shares held**	**No. of votes cast**	**% of votes cast on outstanding shares**	**No. of votes cast in favour**	**No. of votes cast against**	**% of votes cast in favour**	**% of votes cast against**
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	E- Voting	3200894	3200894	100%	3200894	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	3200894	3200894	100%	3200894	0	100%	0
Public – Institutions	E- Voting	3792865	3762375	99.2%	3762375	0	100%	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	3792865	3762375	99.2%	3762375	0	100%	0
Public – Non Institution	E- Voting	37273534	5709032	15.32%	5689802	19230	99.66%	0.34%
	Poll	0	100	0	100	0	100%	
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	37273534	5709132	15.32%	5689902	19230	99.66%	0.34%
Total		44267293	12672401	28.63%	12653171	19230	99.85%	0.15%

For MEGASOFT LIMITED

Authorised Signatory

New No.6, Old No.12,
Appavoo Gramani 1st Street,
Mandaveli,
(Opp. to Church Near by BSNL Office)
Chennai - 600 028.
Ph : 044-4360 1111
E-mail : secretarial@mdassociates.co.in
accounts@mdassociates.co.in

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,

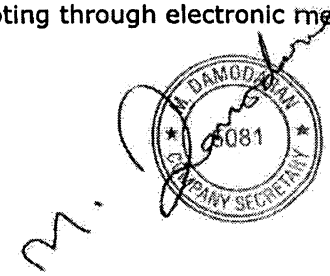
1. I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of M/s MEGASOFT LIMITED (the company) for the purpose of :

(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: 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

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

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 & Associates
Practicing Company Secretary

Place: Chennai
Date: 28.09.2018