



MEGASOFT LIMITED

CIN: L72200TN1999PLC042730

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24 September 2015

BSE Limited

PhirozeJeeJeeBhoy Towers

Dalal Street

Fort

Mumbai 400001

**National Stock Exchange of India
Limited**

Exchange Plaza

Bandra-Kurla Complex, Bandra(E)

Mumbai 400051

Scrip Code : 532408

Scrip Symbol: MEGASOFT

Dear Sirs

Sub: 15th Annual General Meeting held on 23 September 2015

Ref: Clause 35A of the Listing Agreement – Voting result

At the 15th Annual General Meeting of the Company held on 23 September 2015 at Chennai all items of business contained in the Notice of the AGM were approved by the shareholders of the company with requisite majority.

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 LIMITED

A Sathyamoorthy
Company Secretary



Details of Voting Results

Date of the AGM / EGM:	September 23, 2015
Total number of shareholders on record date (i.e. September 16, 2015 cut-off date for e-voting purpose):	23,601
No. of shareholders present in the meeting either in person or through proxy:	450
Promoters and Promoter Group:	3
Public:	447
No. of Shareholders attended the meeting through Video Conferencing	Nil
Promoters and Promoter Group:	
Public:	

Agenda-wise

In case of Poll/Postal ballot/E-voting:

The Mode of voting for all resolutions was E-voting and Poll conducted at the Meeting,

Resolution 1: (Ordinary Resolution)

- Audited Financial Statements and reports of the Board of Directors and Auditors thereon for the 15 months period ended 31st March 2015 .
- Audited Consolidated Financial Statements of the Company for the 15 months period ended 31st March 2015.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)-[(2)/(1)]* 100	(4)	(5)	(6)-[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	32,03,956	32,00,894	99.90	32,00,894	0	100.00	0
Public - Institutional holders	61,51,363	38,68,000	62.88	38,68,000	0	100.00	0
Public-Others	3,49,11,974	47,53,942	13.62	47,27,386	26,556	99.44	0.56
Total	4,42,67,293	1,18,22,836	26.71	1,17,96,280	26,556	99.78	0.22



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Resolution 2: (Ordinary Resolution)

To appoint a Director in place of Mr D Sudhakar Reddy (DIN-00047707), who retires by rotation and, being eligible offers himself for re-appointment.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)-[(2)/(1)]*100	(4)	(5)	(6)-[(4)/(2)]*100	(7)-[(5)/(2)]*100
Promoter and Promoter Group	32,03,956	32,00,894	99.90	32,00,894	0	100.00	0.00
Public - Institutional holders	61,51,363	38,68,000	62.88	37,62,375	1,05,625	97.27	2.73
Public-Others	3,49,11,974	47,53,942	13.62	47,27,283	26,659	99.44	0.56
Total	4,42,67,293	1,18,22,836	26.71	1,16,90,552	1,32,284	98.88	1.12

Resolution 3: (Ordinary Resolution)

To appoint a Director in place of Mr GV Kumar (DIN-00059107), who retires by rotation and, being eligible offers himself for re-appointment.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)-[(2)/(1)]*100	(4)	(5)	(6)-[(4)/(2)]*100	(7)-[(5)/(2)]*100
Promoter and Promoter Group	32,03,956	32,00,894	99.90	32,00,894	0	100.00	0.00
Public - Institutional holders	61,51,363	51,68,000	84.01	51,68,000	0	100.00	0.00
Public-Others	3,49,11,974	47,53,942	13.62	47,27,293	26,649	99.44	0.56
Total	4,42,67,293	1,31,22,836	29.64	1,30,96,187	26,649	99.80	0.20





Resolution 4: (Ordinary Resolution)

Appointment of Auditors and fixing their Remuneration

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	$(3)-\frac{[(2)/(1)]^*}{100}$	(4)	(5)	$(6)-\frac{[(4)/(2)]^*}{100}$	$(7)=\frac{[(5)/(2)]^*}{100}$
Promoter and Promoter Group	3,203,956	32,00,894	99.90	32,00,894	0	100.00	0.00
Public - Institutional holders	6,151,363	38,68,000	62.88	38,68,000	0	100.00	0.00
Public-Others	34,911,974	47,53,942	13.62	47,27,385	26,557	99.44	0.56
Total	44,267,293	1,18,22,836	26.71	1,17,96,279	26,557	99.78	0.22

Resolution 5: (Ordinary Resolution)

Appointment of Branch Auditors for audit of accounts of the company's branch offices within India or outside.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	$(3)-\frac{[(2)/(1)]^*}{100}$	(4)	(5)	$(6)-\frac{[(4)/(2)]^*}{100}$	$(7)=\frac{[(5)/(2)]^*}{100}$
Promoter and Promoter Group	32,03,956	32,00,894	99.90	32,00,894	0	100.00	0.00
Public - Institutional holders	61,51,363	38,68,000	62.88	38,68,000	0	100.00	0.00
Public-Others	3,49,11,974	47,53,942	13.62	47,27,386	26,556	99.44	0.56
Total	44,267,293	1,18,22,836	26.71	1,17,96,280	26,556	99.78	0.22





Resolution 6: (Ordinary Resolution)

Appointment of Ms Leona Ambuja (DIN-07138817) as an Independent Woman Director of the Company.

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	$(3)-[(2)/(1)] \times 100$	(4)	(5)	$(6)-[(4)/(2)] \times 100$	$(7)-[(5)/(2)] \times 100$
Promoter and Promoter Group	32,03,956	32,00,894	99.90	32,00,894	0	100.00	0.00
Public - Institutional holders	61,51,363	38,68,000	62.88	38,68,000	0	100.00	0.00
Public-Others	3,49,11,974	47,53,942	13.62	47,27,292	26,650	99.44	0.56
Total	4,42,67,293	1,18,22,836	26.71	1,17,96,186	26,650	99.77	0.23

