



CIN : L72200TN1999PLC042730

Registered Office : 85, Kutchery Road, Mylapore, Chennai 600004
www.megasoft.com

ADDENDUM TO THE NOTICE DATED 22ND FEBRUARY 2014 TO THE ANNUAL GENERAL MEETING TO BE HELD ON 25TH JUNE 2014

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on Wednesday 25th June, 2014 at 10.00 a.m. The Company has engaged the services of Central Depository Services Limited to provide e-voting facilities. The e-voting facility is available at the link www.evotingindia.com

The instructions for members for voting electronically are as under:

Our EVSN No. : 140528001

(A) In case of members receiving e-mail:

- If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab to cast your votes.
- Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: 'ABCDE12345' in the PAN field.

Please enter any one of the details in order to login.

- After entering these details appropriately, click on "SUBMIT" tab.
 - Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & *). Kindly note that this password is to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
 - Click on the relevant EVSN on which you choose to vote.
 - On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:
- Please follow all steps from sl. no. (ii) to sl. no. (xii) above, to cast vote.
- (C) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (D) The e-voting period begins on 18th June 2014 at 9.00 a.m. and ends on 20th June 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd May 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of the Board of Directors
For Megasoft Limited

Hyderabad
13 May 2014

GP Srinath
Company Secretary

**MEGASOFT LIMITED**

CIN : L72200TN1999PLC042730

Registered Office : 85, Kutcheri Road, Mylapore, Chennai 600004
www.megasoft.com**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :		e-mail id :	
Registered Address :		Folio No/*Client id :	
		*DP id :	

I/We, being the member(s) of _____ shares of Megasoft Limited, hereby appoint:

_____ of _____ having e-mail id _____ or failing him
_____ of _____ having e-mail id _____ or failing him
_____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company, to be held on Wednesday, June 25, 2014 at 10:00 a.m. at Narada Gana Sabha (Mini Hall), 314, TTK Road, Alwarpet, Chennai 600018 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
(a) Ordinary Business		
1. Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors		
2. Re-appointment of Mr R Janardhana Reddy who retires by rotation		
3. Re-appointment of Mr GV Kumar who retires by rotation		
4. Appointment of Auditors and fixing their remuneration		
(b) Special Business		
5. Appointment of Branch Auditors and fixing their remuneration		

Signed this..... day of.....2014

Signature of shareholder

Affix
₹1/-
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

**MEGASOFT LIMITED**

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Registered Office : 85, Kutcheri Road, Mylapore, Chennai 600004
www.megasoft.com**ATTENDANCE SLIP**

1. Name and Address :
2. Joint Holder(s) :
3. E-mail ID :
4. FOLIO / DP ID. / CLIENT ID. :

ELECTRONIC VOTING PARTICULARS		
EVS [E-voting Sequence Number]	User ID	Password/PIN
140528001		

I/We hereby certify that I/We am/are registered Member/Proxy for the registered Member of the Company and hereby record my/our presence at the Annual General Meeting of the Company held on Wednesday 25th June 2014 at 10.00 a.m. at Narada Gana Sabha (Mini Hall), 314, TTK Road, Alwarpet, Chennai 600018 or at any adjournment thereof in respect of such resolutions as mentioned in the Notice.

Name of the Registered Member/Proxy (IN BLOCK LETTERS)	Signature of the Registered Member/Proxy

NOTE : Members/Proxies to Members are requested to sign and handover this slip at the entrance of the venue of the Meeting.