



Date: 28.03.2023

**MEGASOFT LIMITED**

CIN : L24100TN1999PLC042730

My Home Hub, 1st Floor, Block-3,

Madhapur, Hyderabad - 500081,

Telangana, India.

Tel : +91 (40) 4033 0000; Fax : +91 (40) 4013 3555

email : investors@megasoft.com

website : www.megasoft.com

To,

<b>BSE Limited</b> Phiroze JeeJeeBhoy Towers Dalal Street, Fort Mumbai 400001 Scrip Code: 532408	<b>National Stock Exchange of India Limited</b> Exchange Plaza Bandra-Kurla Complex, Bandra(E) Mumbai 400051 Symbol: MEGASOFT
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**Sub: Disclosure of Voting Results under Regulation 44 (3) of the SEBI (listing Obligations and Disclosure Requirements) 2015 & Scrutinizer Report on remote e-voting for the Postal Ballot**

Dear Sir(s),

In terms of Section 108 and 110 of the Companies Act,2013 read with rule 20 and rule 22 of Companies (Management and Administration) Rules,2014 as amended, and Regulation 44 of the SEBI (listing Obligations and Disclosure Requirements) 2015, the Company had provided facility to its members holding shares as on cut-off date i.e., 17<sup>th</sup> February, 2023 to exercise their right to vote by electronic means on the business specified in the notice of Postal Ballot dated 14<sup>th</sup> February,2023 through remote e-voting which was commenced from 9.00 AM (IST) on Sunday 26<sup>th</sup> February, 2023 and closed at 05.00 PM (IST) on Monday 27<sup>th</sup> March, 2023.

In this regard, please find enclosed the following-

- 1) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure –I**.
- 2) Report of Scrutinizer dated 28<sup>th</sup> March, 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure –II**.

This is for your information and records.

Thanking you,

Yours faithfully,

**For Megasoft Limited**

Shridhar  
Thathachary

Digitally signed by  
Shridhar Thathachary  
Date: 2023.03.28  
15:10:38 +05'30'

**Shridhar Thathachary**  
**Chief Financial Officer**



<b>Details as per Regulation 44 (3) of SEBI(LODR) Regulations,2015</b>	
<b>Name of the Company</b>	<b>MEGASOFT LIMITED</b>
<b>Date of declaration of results of Postal Ballot</b>	<b>28.03.2023</b>
<b>e-voting Start date and time</b>	<b>26.02.2023, 09.00 AM (IST)</b>
<b>e-Voting end date and time</b>	<b>27.03.2023, 05.00 PM (IST)</b>
<b>Total No.of Shareholders as on cut-off date i.e., 17.02.2023</b>	<b>34463</b>
<b>No.of Shareholders present in meeting in person</b>	<b>Not Applicable</b>
<b>Proxies received for Individual shareholders</b>	<b>Not Applicable</b>
<b>No. of Non Individual Shareholders who's Authorized Representatives attended the Meeting through Video Conferencing</b>	<b>Not Applicable</b>
<b>No.of Individual Shareholders who attended the meeting through Video Conferencing</b>	<b>Not Applicable</b>
<b>Mode of E-voting</b>	<b>Remote e-voting</b>

Shridhar  
Thathachary

Digitally signed by  
Shridhar Thathachary  
Date: 2023.03.28  
15:10:59 +05'30'

**NAME OF THE COMPANY: MSL-MEGASOFT LTD**

1. Ordinary Resolution: To approve the appointment of Mr. Krishna Yeachuri (DIN: 00066898) as a Director (Professional, Non-Executive & Non-independent) of the Company  
Resolution Required: (Ordinary/Special)

PARTICULARS	MODE OF VOTING	Ordinary Resolution						
		NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES 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	32286926	32286926	100	32286926	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL-BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>32286926</b>	<b>32286926</b>	<b>100</b>	<b>32286926</b>	<b>0</b>	<b>100</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	212	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL-BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>212</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	41482903	1020512	2.46	1008899	11613	98.86	1.14
	POLL		0	0	0	0	0	0
	POSTAL-BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>41482903</b>	<b>1020512</b>	<b>2.46</b>	<b>1008899</b>	<b>11613</b>	<b>98.86</b>	<b>1.14</b>
<b>GRAND TOTAL</b>		<b>73770041</b>	<b>33307438</b>	<b>45.15</b>	<b>33295626</b>	<b>11613</b>	<b>99.97</b>	<b>0.03</b>



## M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

### SCRUTINIZER'S REPORT (POSTAL BALLOT THROUGH REMOTE E-VOTING)

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Chairman  
**MEGASOFT LIMITED**  
CIN: L24100TN1999PLC042730  
Registered Office:  
No. 85, Kutchery Road, Mylapore,  
Chennai – 600 004.

Dear Sir,

#### **Subject: Scrutinizer's Report**

I, M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries had been appointed as a Scrutinizer by the Board of Directors of **MEGASOFT LIMITED** ("the Company") for the purpose of Scrutinizing the process of postal ballot through remote e-Voting ("Voting through Electronic means or e-Voting") under the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") read with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard, on the following resolution as set out in the Postal Ballot Notice;

- a. **Ordinary Resolution** for appointment of Mr. Krishna Yeachuri (DIN: 00066898) as a Director (Professional, Non-Executive & Non-Independent) of the Company, liable to retire by rotation.
1. The Company has on Saturday, February 25, 2023, sent the postal ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs (MCA) vide Circular No. 11/2022 dated December 28, 2022 to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on Friday, February 17, 2023. The said postal ballot Notice contained the procedure for e-Voting by members as required under the Act, Rules and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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2. In accordance with the postal ballot Notice dated Tuesday, February 14, 2023 dispatched to Members by electronic mode on Saturday, February 25, 2023 and the 'Advertisement' pursuant to the Rules published on Monday, February 27, 2023 the e-Voting commenced at 09:00 am on Sunday, February 26, 2023 and ended at 05:00 pm on Monday, March 27, 2023. The e-Voting facility was provided by Central Depository Services (India) Limited (CDSL).
3. The Members holding shares as on Friday, February 17, 2023, i.e. cut-off date, were entitled to vote on the resolution stated in the postal ballot Notice.
4. The votes were unblocked at 05.01 pm on Monday, March 27, 2023 in the presence of Mr. K. Janakiraman and Mr. D. Sampath Kumar, who are not in the employment of the company and the e-Voting data/results were downloaded from the e-Voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)).
5. The downloaded e-Voting data/results were scrutinized and reviewed, the votes were counted and the results were prepared.
6. Based on the data downloaded from CDSL e-Voting system, the total votes cast in favor or against the resolution proposed in the post ballot Notice are as under:

**Resolution 1:**

**To approve the appointment of Mr. Krishna Yeachuri (DIN: 00066898) as a Director (Professional, Non-Executive & Non-Independent) of the Company.**

Passed as an Ordinary Resolution as follows:

Mode of Voting	Total Valid e-Voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-Voting	Number of shares Voted	%	Number of e-Voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
e-Voting	117	113	33295825	<b>99.97</b>	4	11613	0.03	100

*Note: There were no invalid or abstained votes for the above said resolution.*



7. Based on the aforesaid results, I report that the Resolution as set out in the postal ballot Notice dated Tuesday, February 14, 2023 have been passed.
8. The electronic data and all other relevant records relating to e-Voting are under my safe custody and will be handed over to the Company Secretary for preservation safely after the Chairman considers, approves and signs the minutes of Postal Ballot conducted through Remote E-Voting.

Thanking You,  
Yours faithfully,  
For **M Damodaran & Associates LLP**

Place: Chennai  
Date: 28.03.2023

M. Damodaran  
Managing Partner  
COP No.: 5081  
Membership No.: 5837  
FRN: L2019TN006000  
PR 1374/2021  
ICSI UDIN: F005837D003328409

