

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



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 16th Annual General Meeting of the Equity Shareholders of M/s MEGASOFT LIMITED (CIN: L72200TN1999PLC042730) held on 26th day of September 2016 at 10.00 AM at The Music Academy, Kasturi Srinivasan Hall(Mini Hall), 168, TTK Road, Alwarpet, Chennai-600014.

Dear Sir,

1. I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Velayudaraja Street, Mandavelipakkam, Raja Annamalai Puram, 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 the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 16th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 26th day of September 2016 at 10.00 AM at The Music Academy, Kasturi Srinivasan Hall(Mini Hall), 168, TTK Road, Alwarpet, Chennai-600014.

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 16th 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 voted 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 2015-16.

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	6	6	554	100	0	0	0	100
E-Voting	25	22	12554676	99.9795	3	2568	0.0205	100
Total	31	28	12555230	99.9796	3	2568	0.0204	100

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
Total	0

M. Damodaran
* 508
COMPANY SECRETARY



Item No: 2

Re-appointment of Mr D Sudhakar Reddy (DIN-00047707) 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	6	6	554	100	0	0	0	100
E-Voting	25	22	12554676	99.9795	3	2568	0.0205	100
Total	31	28	12555230	99.9796	3	2568	0.0204	100

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
Total	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	6	6	554	100	0	0	0	100
E-Voting	25	22	12554676	99.9795	3	2568	0.0205	100
Total	31	28	12555230	99.9796	3	2568	0.0204	100

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
Total	0





Ratification of appointment of M/s Srikanth &Shanthi Associates, Chartered Accountants [ICAI Firm Registration No.004006S], Chennai, and M/s TN Rajendran& Co., Chartered Accountants [ICAI Firm Registration No.005080S], Chennai, Company 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	6	5	54	9.7473	1	500	90.2527	100
E-Voting	25	22	12554676	99.9795	3	2568	0.0205	100
Total	31	27	12554730	99.9756	4	3068	0.0244	100

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
Total	0





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 caste d (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	6	5	54	9.7473	1	500	90.2527	100
E-Voting	25	22	12554676	99.9795	3	2568	0.0205	100
Total	31	27	12554730	99.9756	4	3068	0.0244	100

Details of invalid Votes:

Mode of Voting	Number of shares
Insta Poll	0
E-Voting	0
Total	0


 M. Damodaran
 5081
 COMPANY SECRETARY



M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



3. The electronic data and all other relevant records relating to e voting is under my safe custody and will be handed over to the Company Secretary 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

Date: 26.09.2016

Place: Chennai