

**MEGASOFT LIMITED**

[CIN: L72200TN1999PLC042730]

No.85, Kutchery Road, Mylapore, Chennai 600004, Tel: 044-24616768 Fax: 044-24627810 www.megasoft.com

POSTAL BALLOT FORM

Serial No.

1. Name and Registered Address of the Sole / First named member(s) / Beneficial Owner(s) :

2. Name (s) of the Joint Holder (s), if any :

3. Folio No. / DP ID* / Client ID*
(*Applicable for investors holding shares in demat form)

4. Number of Shares held :

ELECTRONIC VOTING PARTICULARS

(Please read the e-voting instructions given overleaf before exercising the e-vote)

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD / PIN

I/We hereby exercise my / our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the Notice of Postal Ballot issued by the Company dated 12th February 2016 by sending my / our assent / dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution under Section 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act') and the Rules framed thereunder, to appoint Mrs Uma Garimella (DIN-02847624) as an Independent Woman Director of the Company for a period of five consecutive years.			
2.	Special Resolution under Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, of the Companies Act 2013, and Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014, for re-appointment and fixing remuneration of Mr GV Kumar (DIN-00059107) as Managing Director of the Company for a period of three years with effect from 1 April 2016.			
3.	Special Resolution under Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act 2013, and Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014, for re-appointment of Mr D Sudhakar Reddy (DIN-00047707) as a Whole time Director of the Company for a period of three years with effect from 1 April 2016.			
4.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, to joint develop / sell, transfer the land & buildings at Hyderabad and land at Vishakhapatnam, as a whole or separately on such terms and conditions as agreed to by the Board of Directors.			
5.	Special Resolution under regulation 31A and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for reclassification of the promoters of the company.			

Place:
Date:

(Signature of the shareholder)

Note: Please read the instruction carefully before exercising your vote.

INSTRUCTIONS

Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the Shareholders in respect of the Resolutions contained in the Postal Ballot Notice is being sought through postal ballot process.

All the Equity Shares of the Company are presently held in physical form as well as demat form. The shareholder(s) can opt only one mode of voting, i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physical postal ballot and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. A member / beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the company in the attached self-addressed business reply envelope. Postage will be borne and paid by the company. However, envelopes containing postal ballots, if sent by courier at the expense of the registered member/beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company.
3. This form should be completed and signed by the member/beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member/ beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint holders.
4. Please note that Postal Ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark(✓) in the appropriate column. The assent or dissent received in any other form shall not be considered valid.
6. The voting rights of Shareholders shall be in proportion to their shares in the paid up Equity Share Capital of the Company as on 12 February 2016.
7. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
8. Duly completed Postal Ballot Form should reach the Company or the Scrutinizer not later than the close of working hours on 20 March 2016. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member/beneficial owner has not been received.
9. The results of the Voting by Postal Ballot will be announced by the Chairperson of the Company or in his absence, any other person authorised by him / her, on 22 March 2016 at the Registered Office of the Company.
10. In case of shares held by Company(ies), Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Authority, authorising the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
11. Members /beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members /beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signatures.
12. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in point no (8) above.
13. Postal Ballot form received by fax will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.
14. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
15. Incomplete, unsigned, incorrect, defaced, torn, mutilated, over written Postal Ballot Forms will be rejected.
16. There will be one Postal Ballot for every Folio/ClientID.
17. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.

Voting through electronic means

Pursuant to the provisions of Sections 107 and 108, read with the Companies (Management and Administration) Rules,2014, the Company is pleased to offer the option of E-Voting facility to all the members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Company has appointed Mr. M. Damodaran of M.Damodaran& Associates, Practicing Company Secretaries, Chennai as Scrutinizer.

The procedure and instructions for e-voting are as under:

- (i) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- (ii) Now click on "Shareholders" to cast your votes.
- (iii) Now, select the "Company Name" from the drop down menu and click on "SUBMIT".
- (iv) Now, fill up the following details in the appropriate boxes:

For Members holding shares in Demat Form

USER ID	a) For NSDL:- 8 Character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID For Members holding shares in Physical Form:- ● Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
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 first two letters of their name and the sequence number (Sequence number has been provided as Serial number in the address label and / or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name.

Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. Incase both the details are not recorded with the depository and company, please enter the Member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Members holding shares in Physical form will then reach directly to the voting screen.

(vii) 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 also to be used by the Demat holders for voting for resolution 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.

(viii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

(ix) 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.

(x) For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Notice.

(xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.

(xii) After selecting the resolutions 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at: secretarial@mdassociates.co.in with a copy marked to: helpdesk.e-voting@cdslindia.com

(xv) In case you have any queries or issues regarding e-voting, please contact helpdesk.e-voting@cdslindia.com.

(xvi) The e-voting period commences on 20 February 2016 (9.00 am) and ends on 20 March 2016 (5.00 pm).

(xvii) During this period members holding shares in physical or dematerialized form as on 12 February 2016 may cast their vote electronically. The e-voting module shall be displayed by CDSL for voting thereafter.

(xviii) The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on 12 February 2016 by postal ballot.