

**MEGASOFT LIMITED**

CIN : L24100TN1999PLC042730

8th Floor, Unit No. 801-B

Jain Sadguru Image's Capital Park

Plot No. 1, 28 &amp; 29, 98/4/1 to 13

Image Gardens Rd, Madhapur

Hyderabad, Telangana 500081

Tel: +91-40-29320407

Email: investors@megasoft.com

website : www.megasoft.com

To,

Date: August 7, 2025

<b>BSE Limited</b> Phiroze JeeJee Bhoy Towers Dalal Street, Fort Mumbai 400001 <b>Scrip Code:</b> 532408	<b>National Stock Exchange of India Limited</b> Exchange Plaza Bandra-Kurla Complex, Bandra(E) Mumbai 400051 <b>Symbol:</b> MEGASOFT
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Dear Sir,

**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 Notice dated July 7, 2025**

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., **Friday, July 4, 2025**, to exercise their right to vote by electronic means on the business specified in the notice of Postal Ballot dated July 7, 2025 through remote e-voting which was commenced on Tuesday, July 8, 2025 at 9.00 am and will end on Wednesday, August 6, 2025 at 5.00 pm (IST).

In this regard, enclosed the following documents:

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure- A.**
2. Report of Scrutinizer dated August 7, 2025, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) of the Companies (Management and Administration) Rules, 2014 as **Annexure- B.**

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,

For **Megasoft Limited**

.....  
**Thakur Vishal Singh**  
**Company Secretary & Compliance Officer**



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### Annexure-A

Details as per Regulation 44(3) of SEBI(LODR) Regulations,2015	
<b>Name of the Company</b>	<b>MEGASOFT LIMITED</b>
<b>Date of declaration of results of Postal Ballot</b>	<b>August 7, 2025</b>
<b>e-voting Start date and time</b>	<b>Tuesday, July 8, 2025 at 9.00 am (IST)</b>
<b>e-Voting end date and time</b>	<b>Wednesday, August 6, 2025 at 5.00 pm (IST)</b>
<b>Total No. of Shareholders as on cut-off date i.e., July 4, 2025</b>	<b>33,379</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>

NAME OF THE COMPANY: MSL-MEGASOFT LTD

1.Special Resolution:To consider and approve sale/ transfer or otherwise disposal of the whole or substantially the whole of an undertaking of the Company

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?		No						
PARTICULARS	MODE OF VOTING	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	% 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	25873115	25873115	100	25873115	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
	SUB TOTAL	25873115	25873115	100	25873115	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	141459	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
	SUB TOTAL	141459	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	47755467	4275693	8.95	4235706	39987	99.06	0.94
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	47755467	4275693	8.95	4235706	39987	99.06	0.94
GRAND TOTAL		73770041	30148808	40.87	30108821	39987	99.87	0.13



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### 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") in a fair and transparent manner, 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, for ascertaining the requisite majority on voting in respect of the following resolution as set out in the postal ballot Notice;

- a. **Special Resolution** to approve sale/ transfer or otherwise disposal of the whole or substantially the whole of an undertaking of the Company.

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules made thereunder including the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India relating to e-voting for the resolution as set out in the postal ballot notice dated Monday, July 07, 2025. My responsibility as a Scrutinizer was to ensure that the e-voting process is conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes casted "in favor" or "against", if any, on the resolution stated in the postal ballot notice, based on the report generated from the e-voting system provided by M/s Central Depository Services (India) Limited (CDSL), engaged by the Company to provide e-voting facility.





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2. The Company has on Monday, July 07, 2025, sent the postal ballot Notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs (MCA) vide General Circular No. 09/2024 dated September 19, 2024 to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on Friday, July 04, 2025 (cut-off date). 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.
3. In accordance with the postal ballot Notice dated Monday, July 07, 2025 dispatched to Members by electronic mode on Monday, July 07, 2025 and the 'Advertisement' pursuant to the Rules published on Wednesday, July 09, 2025, the e-Voting commenced at 09:00 am (IST) on Tuesday, July 08, 2025 and ended at 05:00 pm on Wednesday, August 06, 2025. The e-Voting facility was provided by CDSL.
4. The Members holding shares as on Friday, July 04, 2025 i.e. cut-off date, were entitled to vote on the resolution stated in the postal ballot Notice.
5. The votes were unblocked at 05.04 pm on Wednesday, August 06, 2025 in the presence of Mr. K. Janakiraman and Mr. H. Kishore 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)).
6. The downloaded e-Voting data/results were scrutinized and reviewed, the votes were counted and the results were prepared.
7. 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 is as under:





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**Resolution 1:**

**To consider and approve sale/ transfer or otherwise disposal of the whole or substantially the whole of an undertaking of the Company.**

Passed as a **Special 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	185	166	30108821	<b>99.87</b>	19	39987	0.13	100

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





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8. Based on the aforesaid results, I report that the resolution as set out in the postal ballot Notice dated Monday, July 07, 2025 have been passed with requisite majority on Wednesday, August 06, 2025.
9. 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 of the Company for preserving 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**

M  
Damodaran

Digitally signed  
by M Damodaran  
Date: 2025.08.07  
13:50:18 +05'30'

Place: Chennai  
Date: August 07, 2025

M. Damodaran  
Managing Partner  
COP No.: 5081  
Membership No.: 5837  
FRN: L2019TN006000  
PR 3847/2023  
ICSI UDIN: F005837G000954851

Counter signed by  
For **MEGASOFT LIMITED**

Thakur Vishal Singh  
Company Secretary & Compliance Officer

