

MINUTES OF THE PROCEEDINGS HELD AT THE REGISTERED OFFICE AT NO.85, KUTCHERY ROAD, MYLAPORE, CHENNAI 600004, ON FRIDAY 26 DECEMBER 2014 AT 5.00 PM FOR DECLARATION OF RESULTS OF VOTING BY THE POSTAL BALLOT, FOR THE POSTAL BALLOT NOTICE DATED 14 NOVEMBER 2014

PRESENT

Mr GV Kumar	-	Managing Director
Mr D Sudhakar Reddy	-	Executive Director
Mr GP Srinath	-	Company Secretary
Mr M Damodaran	-	Practicing Company Secretary & Scrutinizer

The Board of Directors of the company at their meeting held on 14 November 2014 approved the proposal for conducting Postal Ballot under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules") seeking consent of its members for the resolutions mentioned therein by way of Postal Ballot process which included voting by electronic means.

The Board appointed Mr M Damodaran, Practicing Company Secretary, Chennai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

As required under Rule 22 of the Rules, the Postal Ballot Notice dated 14 November 2014 was sent to all the shareholders (dispatch completed on 22 November 2014) to send their assent or dissent in writing by post or through electronic means on or before 23 December 2014. The newspaper advertisement regarding dispatch of the Postal Ballot Notice along with the ballot papers and containing all the matters required under the Act and the relevant Rules was published on 24 November 2014 in the Business Standard and Makkal Kural (vernacular language).

The Company also provided e-voting facility to the Shareholders for transacting the business through the said Postal Ballot. Members holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) 14 November 2014, were entitled to cast their vote electronically on the business(es) as set out in the Postal Ballot Notice through electronic voting system of Central Depository Services Limited (CDSL).

The Scrutinizer's report dated 26 December 2014 submitted to the company was taken on record for declaring the postal ballot results.

ITEM NO.1: BORROWING POWERS OF THE COMPANY

The approval of the shareholders was sought for borrowing powers to the Board of Directors of the company as **Special Resolution**:

RESOLVED that in supersession of the ordinary resolution passed pursuant to the provisions of Section 293(1)(d) and other applicable provisions, of the Companies Act, 1956 by the members of the company through postal ballot dated 9th October 2007, consent of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as "the Board") pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company and its subsidiaries, (apart from temporary loans obtained from the company's bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific

MEGASOFT LIMITED

purpose) but not exceeding Rs 200 crores (Rupees two hundred crores) in aggregate, and that the Board of Directors be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit in the best interest of the company.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	236	163,420	95.38	27	7,921	4.62	3	97,622
Voting through electronic means (e-voting)	60	13,061,957	96.44	5	481,507	3.56	0	0
Total	296	13,225,377	96.43	31	489,428	3.57	3	97,622

Promoter /Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter Group	3,203,956	3,203,956	100.00	3,203,956	0	100.00	0.00
Public - Institutional holders	9,445,619	3,868,000	40.95	3,868,000	0	100.00	0.00
Public- Others	31,617,718	6,642,849	21.01	6,153,421	489,428	92.63	7.37
Total	44,267,293	13,714,805	30.98	13,225,377	489,428	96.43	3.57

* excludes abstained / invalid votes

The resolution approved by requisite majority.

ITEM NO.2: CREATION OF SECURITY ON ASSETS OF THE COMPANY

The approval of the shareholders was sought for creation of security on the assets of the company by the Board of Directors for borrowings by the company as **Special Resolution**:

RESOLVED that in supersession of the ordinary resolution passed pursuant to the provisions of Section 293(1)(a) and other applicable provisions, of the Companies Act, 1956 by the members of the company through postal ballot dated 9th October 2007, consent of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as "the Board") pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to mortgage and / or create charge, in addition to the mortgages and / or charges created / to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, both present and future, and / or the whole or any part of the undertaking(s) of the Company in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company or by any one or more subsidiaries of the Company, availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rates notes / bonds or other debt instruments), issued / to be issued by the Company or by any one or more subsidiaries of the Company, from time to time, subject to the limit of Rs 200 crores (Rupees two hundred crores) approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s) / trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company or by any one or more subsidiaries of the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into / to be entered into between the Company or by any one or more subsidiaries of the Company and the lender(s) / agent(s) / trustees, in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s) / agent(s) / trustee(s).

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.

MEGASOFT LIMITED

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	241	166,239	97.02	22	5,102	2.98	3	97,622
Voting through electronic means (e-voting)	60	14,830,775	96.86	7	481,566	3.14	0	0
Total	301	14,997,014	96.86	29	486,668	3.14	3	97,622

Promoter /Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter Group	3,203,956	3,203,956	100.00	3,203,956	0	100.00	0.00
Public - Institutional holders	9,445,619	5,636,877	59.68	5,636,877	0	100.00	0.00
Public- Others	31,617,718	6,642,849	21.01	6,156,181	486,668	92.67	7.33
Total	44,267,293	15,483,682	34.98	14,997,014	486,668	96.86	3.14

* excludes abstained / invalid votes

The resolution approved by requisite majority.

ITEM NO.3: LOANS / INVESTMENTS / CORPORATE GUARANTEES

The approval of the shareholders was sought for powers to the Board of Directors for Loans / Investments / Guarantees by the company as **Special Resolution**:

RESOLVED that in supersession of the special resolution passed pursuant to the provisions of Section 372A and other applicable provisions, of the Companies Act, 1956 by the members of the company through postal ballot dated 9th October 2007, consent of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as "the Board") pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, subject to such approvals, consents and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee thereof constituted / to be constituted by the Board) to make loan(s) and / or give any guarantee(s) / provide any security(ies) in connection with loan(s) made or to be made and / or acquire by way of subscription, purchase or otherwise the securities of any body corporate, overseas and / or within India, including subsidiary / group / associate company(ies), up to a limit not exceeding Rs 200 crores (Rupees two hundred crores) in aggregate or equivalent amount in any foreign currency, whether existing or new.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.

MEGASOFT LIMITED

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	233	159,825	93.28	30	11,516	6.72	3	97,622
Voting through electronic means (e-voting)	49	7,393,385	92.64	8	587,241	7.36	0	0
Total	282	7,553,210	92.66	38	598,757	7.34	3	97,622

Promoter /Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter Group	3,203,956	0	0.00	0	0	0.00	0.00
Public - Institutional holders	9,445,619	3,868,000	40.95	3,762,375	105,625	97.27	2.73
Public- Others	31,617,718	4,283,967	13.55	3,790,835	493,132	88.49	11.51
Total	44,267,293	8,151,967	18.42	7,553,210	598,757	92.66	7.34

* excludes abstained / invalid votes

The resolution approved by requisite majority.

ITEM NO.4: RELATED PARTY TRANSACTIONS

The approval of the shareholders was sought for related party transactions of the company as **Special Resolution**:

RESOLVED that pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement as may be in force from time to time and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Company be and is hereby granted to approve all contracts / agreements / arrangements whether existing or to be entered into by the Company in future from time to time with the following parties being related parties as defined under the Companies Act, 2013:

Sl. No	Name of the Related Party	Nature of Relationship	Nature of transaction	Value of transaction	Period
1	Xius Holding Corp (formerly Boston Communication Group, Inc.), USA and its wholly owned subsidiary Xius Corp (formerly Cellular Express, Inc.), USA (a step down subsidiary of the Company)	wholly owned subsidiary	Rendering or availing of all kinds of services	Rs 50 crores	For every financial year
			Providing or availing of advances / loans & corporate guarantees	Rs 150 crores	Maximum outstanding balance at any point of time
2	Megasoft Consultants Sdn Bhd, Malaysia	wholly owned subsidiary	Rendering or availing of all kinds of services	Rs 25 crores	For every financial year
3	Megasoft Consultants Pte Ltd, Singapore	wholly owned subsidiary	Rendering or availing of all kinds of services	Rs 5 crores	For every financial year
4	Mr GV Kumar	Managing Director	Office or place of profit – salary payment from the wholly owned subsidiary at USA	US\$ 120,000	For every financial year

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.

MEGASOFT LIMITED

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	235	161,414	94.21	28	9,927	5.79	3	97,622
Voting through electronic means (e-voting)	50	7,499,079	93.97	7	481,547	6.03	0	0
Total	285	7,660,493	93.97	35	491,474	6.03	3	97,622

Promoter /Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter Group	3,203,956	0	0.00	0	0	0.00	0.00
Public - Institutional holders	9,445,619	3,868,000	40.95	3,868,000	0	100.00	0.00
Public- Others	31,617,718	4,283,967	13.55	3,792,493	491,474	88.53	11.47
Total	44,267,293	8,151,967	18.42	7,660,493	491,474	93.97	6.03

* excludes abstained / invalid votes

The resolution approved by requisite majority.

ITEM NO.5: ALTERATION OF MEMORANDUM OF ASSOCIATION

The approval of the shareholders was sought for alteration of the Memorandum of Association of the company as **Special Resolution**:

RESOLVED that pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with rules made thereunder, the existing -

- Part-A of the Objects Clause shall now be titled as "The objects to be pursued by the company on its incorporation"; and
- Part-B of the Objects Clause shall now be titled as "Matters which are necessary for furtherance of the objects specified in Part-A".

RESOLVED FURTHER that following Clause 51 be inserted after Clause 50 under Part-B of the Objects Clause of the Memorandum of Association of the Company:

Clause 51

"To undertake Corporate Social Responsibility ("CSR") activities in terms of the provisions of the Companies Act, 2013 and Rules made thereunder or in such other manner as the Company deems fit from time to time."

RESOLVED FURTHER that existing Part-C titled "Other Objects" of the Objects Clause in the Memorandum of Association of the Company be deleted.

RESOLVED FURTHER that wherever required, the reference to various sections of the Companies Act, 1956 be replaced with reference to the corresponding sections of the Companies Act, 2013, in Part B of the Objects Clause of the Memorandum of Association of the Company.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or ancillary to give effect to the aforesaid resolution.

MEGASOFT LIMITED

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	240	165,876	96.81	23	5,465	3.19	3	97,622
Voting through electronic means (e-voting)	60	14,830,485	96.85	7	481,856	3.15	0	0
Total	300	14,996,361	96.85	30	487,321	3.15	3	97,622

Promoter /Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter Group	3,203,956	3,203,956	100.00	3,203,956	0	100.00	0.00
Public - Institutional holders	9,445,619	5,636,877	59.68	5,636,877	0	100.00	0.00
Public- Others	31,617,718	6,642,849	21.01	6,155,528	487,321	92.66	7.34
Total	44,267,293	15,483,682	34.98	14,996,361	487,321	96.85	3.15

* excludes abstained / invalid votes

The resolution approved by requisite majority.

ITEM NO.6: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

The approval of the shareholders was sought for alteration of the Articles of Association of the company as **Special Resolution**:

RESOLVED that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or ancillary to give effect to the aforesaid resolution.

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	240	162,889	95.07	23	8,452	4.93	3	97,622
Voting through electronic means (e-voting)	61	14,830,516	96.85	6	481,825	3.15	0	0
Total	301	14,993,405	96.83	29	490,277	3.17	3	97,622

Promoter /Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter Group	3,203,956	3,203,956	100.00	3,203,956	0	100.00	0.00
Public - Institutional holders	9,445,619	5,636,877	59.68	5,636,877	0	100.00	0.00
Public- Others	31,617,718	6,642,849	21.01	6,152,572	490,277	92.62	7.38
Total	44,267,293	15,483,682	34.98	14,993,405	490,277	96.83	3.17

* excludes abstained / invalid votes

The resolution approved by requisite majority.

ITEM NO.7: APPOINTMENT OF INDEPENDENT DIRECTOR

The approval of the shareholders was sought for appointment of Independent Director as **Ordinary Resolution**:

RESOLVED that pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr R Janardhana Reddy [DIN No.02544300], Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of coming into effect of this resolution and he shall not be liable to retire by rotation.

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	245	164,572	96.05	18	6,769	3.95	3	97,622
Voting through electronic means (e-voting)	61	13,521,026	99.83	5	22,500	0.17	0	0
Total	306	13,685,598	99.79	23	29,269	0.21	3	97,622

Promoter /Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter Group	3,203,956	3,203,956	100.00	3,203,956	0	100.00	0.00
Public - Institutional holders	9,445,619	3,868,000	40.95	3,868,000	0	100.00	0.00
Public- Others	31,617,718	6,642,911	21.01	6,613,642	29,269	99.56	0.44
Total	44,267,293	13,714,867	30.98	13,685,598	29,269	99.79	0.21

* excludes abstained / invalid votes

The resolution approved by requisite majority.

ITEM NO.8: APPOINTMENT OF INDEPENDENT DIRECTOR

The approval of the shareholders was sought for appointment of Independent Director as **Ordinary Resolution:**

RESOLVED that pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Anil Kumar Sood [DIN No.00086577], Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of coming into effect of this resolution and he shall not be liable to retire by rotation.

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	244	164,546	96.03	19	6,795	3.97	3	97,622
Voting through electronic means (e-voting)	58	13,062,427	96.45	8	481,099	3.55	0	0
Total	302	13,226,973	96.44	27	487,894	3.56	3	97,622

Promoter /Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter Group	3,203,956	3,203,956	100.00	3,203,956	0	100.00	0.00
Public - Institutional holders	9,445,619	3,868,000	40.95	3,868,000	0	100.00	0.00
Public- Others	31,617,718	6,642,911	21.01	6,155,017	487,894	92.66	7.34
Total	44,267,293	13,714,867	30.98	13,226,973	487,894	96.44	3.56

* excludes abstained / invalid votes

The resolution approved by requisite majority.

ITEM NO.9: APPOINTMENT OF INDEPENDENT DIRECTOR

The approval of the shareholders was sought for appointment of Independent Director as **Ordinary Resolution**:

RESOLVED that pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr Anish Mathew [DIN No.02545538], Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of coming into effect of this resolution and he shall not be liable to retire by rotation.

Type of Voting	In Favour			Against			Invalid	
	No. of members voting	No. of votes cast by them	% of total number of valid votes	No. of members voting	No. of votes cast by them	% of total number of valid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them
Voting through postal ballot	240	161,491	94.25	23	9,850	5.75	3	97,622
Voting through electronic means (e-voting)	58	12,859,581	95.64	7	586,375	4.36	0	0
Total	298	13,021,072	95.62	30	596,225	4.38	3	97,622

Promoter /Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes-against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
Promoter and Promoter Group	3,203,956	3,203,956	100.00	3,203,956	0	100.00	0.00
Public - Institutional holders	9,445,619	3,868,000	40.95	3,762,375	105,625	97.27	2.73
Public- Others	31,617,718	6,545,341	20.70	6,054,741	490,600	91.15	7.39
Total	44,267,293	13,617,297	30.76	13,021,072	596,225	95.62	4.38

* excludes abstained / invalid votes

The resolution approved by requisite majority.

The meeting concluded with a vote of thanks to the Chair.

CERTIFIED TRUE COPY

Place: Chennai
Date: 26 December 2014

Postal Ballot Results 26 December 2014

Sd/-
Managing Director

For MEGASOFT LIMITED


GP SRINATH
Company Secretary