


MEGASOFT LIMITED [CIN: L72200TN1999PLC042730]

No.85, Kutchery Road, Mylapore, Chennai 600004, India

Tel: +91.44.24616768; Fax: +91.44.24617810; email: investors@megasoft.com; website: www.megasoft.com

PART I - Statement of Consolidated Unaudited results for the quarter ended 30 June 2015					
Sl No	Particulars	Rs lakhs			
		3 months ended	Preceding 3 months ended	Corresponding 3 months ended in the previous year	15 months ended
		30-Jun-2015	31-Mar-2015	30-Jun-2014	31-Mar-2015
		Unaudited	Audited	Unaudited	Audited
1	Net Sales / Income from Operations	1,415	1,923	2,079	10,073
2	Expenditure				
a	Cost of materials consumed	142	394	124	1,415
b	Employee benefits expense	477	577	518	2,723
c	Depreciation and Amortisation expense	194	202	314	1,355
d	Other Expenses	588	529	854	3,441
	Total Expenditure	1,401	1,702	1,810	8,934
3	Profit from operations before other income, finance costs and exceptional items (1 - 2)	14	221	269	1,139
4	Other Income / (Expense)	16	103	(6)	106
5	Profit from ordinary activities before finance costs and exceptional items (3 + 4)	30	324	263	1,245
6	Finance cost	188	196	241	1,203
7	Profit from ordinary activities after finance costs but before exceptional items (5 - 6)	(158)	128	22	42
8	Exceptional Items				
	Provision / write-off of debtors	--	18	--	18
9	Profit from ordinary activities before tax (7 + 8)	(158)	110	22	24
10	Taxes	(15)	(47)	(10)	(49)
11	Profit after tax (10-11)	(143)	157	32	73
12	Paid-up Equity Share Capital (Rs.10 per share)	4,427	4,427	4,427	4,427
13	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year				12,557
14	Earnings per Share before / after extraordinary items (Rs) (not annualised)				
	Basic	(0.32)	0.35	0.07	0.16
	Diluted	(0.31)	0.34	0.07	0.16
PART II - Select information for the quarter ended 30 June 2015					
A PARTICULARS OF SHARE HOLDING					
1	Public Shareholding				
	Number of Shares	41,063,337	41,063,337	41,063,337	41,063,337
	Percentage of shareholding	92.76%	92.76%	92.76%	92.76%
2	Promoters and Promoter Group Shareholding				
a	Pledged / Encumbered				
	Number of Shares	--	--	--	--
	Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	0.00%	0.00%	0.00%	0.00%
	Percentage of Shares (as a % of the total share capital of the Company)	0.00%	0.00%	0.00%	0.00%
b	Non - encumbered				
	Number of Shares	3,203,956	3,203,956	3,203,956	3,203,956
	Percentage of Shares (as a % of the total shareholding of the Promoter and Promoter group)	100.00%	100.00%	100.00%	100.00%
	Percentage of Shares (as a % of the total share capital of the Company)	7.24%	7.24%	7.24%	7.24%
B INVESTORS COMPLAINTS					
		Three Months ended 30 June 2015			
Pending at the beginning of the Quarter		0			
Received during the Quarter		2			
Disposed during the Quarter		2			
Remaining unresolved at the end of the Quarter		0			


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Notes :

- 1 The above results were reviewed by the Audit / Risk & Compliance Committee and approved by the Board of Directors at their meeting held on 11 August 2015 and have undergone a "Limited Review" by the Statutory Auditors of the company. The review report of the Statutory Auditors is being filed with NSE and BSE.
- 2 During the 15 months period ended 31 March 2015, the company had changed its financial year from January-December to April-March, effective 1 April 2015. In view of this, the previous financial year was for a period of 15 months i.e. 1 January 2014 to 31 March 2015.
- 3 Previous period figures have been regrouped, reclassified / rearranged wherever necessary to conform to current period's presentation.
- 4 The company has a single reportable segment, that of Telecom.
- 5 Other income / (expenses) include Net Exchange gain / (loss) during the period.
- 6 Taxes include current tax and deferred tax.
- 7 Pursuant to the applicability of provisions of Schedule-II of the Companies Act, 2013 ('the Act'), the company has reassessed the estimated useful life of fixed assets. Accordingly, depreciation of Rs 1624 lakhs on account of assets whose useful life is exhausted on 1 April 2015 has been adjusted to opening reserves in terms of transitional provisions of the said Schedule-II. As a result of this change, the depreciation charge for the quarter ended 30 June 2015 is lower by Rs 53 lakhs.
- 8 The company's appeal to the CIT (Appeals) for assessment years 2006-07 to 2008-09 and 2010-11 to 2011-12 involving an aggregate demand of Rs 4160 lakhs, in respect of claim under section 10A of the Income Tax Act, 1961, has been decided in its favour. The Income Tax Authorities have preferred an appeal before the Income Tax Appellate Tribunal against the decision.
- 9 The consolidated financial statements are prepared in accordance with the principles and procedures for the preparation and presentation of consolidated financial statements as set out in the Accounting Standard on Consolidated Financial Statements of the Companies (Accounting Standards) Rules, 2006 (as amended). All inter-company accounts are eliminated on consolidation.
- 10 Pursuant to the provisions of the Listing Agreement, the management has decided to publish consolidated financial results in the newspapers. However, the standalone unaudited financial results will be made available on the company's website at www.megasoftware.com and also on the websites of the stock exchanges.

Information of standalone financial results in terms of clause 41(VI)(b) of the Listing Agreement is under:

Particulars	<i>Rs lakhs</i>			
	3 months ended	Preceding 3 months ended	Corresponding 3 months ended in the previous year	15 months period ended
	30-Jun-2015	31-Mar-2015	30-Jun-2014	31-Mar-2015
	Unaudited	Audited	Unaudited	Audited
a Turnover	757	1,054	1,083	5,337
b Profit / (Loss) before tax	13	(19)	17	13
c Profit after tax	28	29	27	63

 By Order of the Board
for MEGASOFT LIMITED

 GV Kumar
Managing Director

Place: Hyderabad

Date: 11 August 2015


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PART I - Statement of Standalone Unaudited results for the quarter ended 30 June 2015					
Sl No	Particulars	Rs lakhs			
		3 months ended	Preceding 3 months ended	Corresponding 3 months ended in the previous year	15 months period ended
		30-Jun-2015 Unaudited	31-Mar-2015 Audited	30-Jun-2014 Unaudited	31-Mar-2015 Audited
1	Net Sales / Income from Operations	757	1,054	1,083	5,337
2	Expenditure				
a	Cost of materials consumed	142	293	39	1,291
b	Employee benefits expense	357	444	380	1,988
c	Depreciation and Amortisation expense	15	48	79	304
d	Other Expenses	189	293	496	1,480
	Total Expenditure	703	1,078	994	5,063
3	Profit from operations before other income, finance costs and exceptional items (1 - 2)	54	(24)	89	274
4	Other Income / (Expenses)	20	79	(9)	71
5	Profit from ordinary activities before finance costs and exceptional items (3 + 4)	74	55	80	345
6	Finance cost	61	58	63	316
7	Profit from ordinary activities after finance costs but before exceptional items (5 - 6)	13	(3)	17	29
8	Exceptional Items Provision / write-off of debtors	--	16	--	16
9	Profit from ordinary activities before tax (7 - 8)	13	(19)	17	13
10	Taxes	(15)	(48)	(10)	(50)
11	Profit after tax (9 - 10)	28	29	27	63
12	Paid-up Equity Share Capital (Rs.10 per share)	4,427	4,427	4,427	4,427
13	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year				13,001
14	Earnings per Share before / after extraordinary items (Rs) (not Basic Diluted)	0.06 0.06	0.07 0.06	0.06 0.06	0.14 0.14
PART II - Select information for the quarter ended 30 June 2015					
A PARTICULARS OF SHARE HOLDING					
1	Public Shareholding				
	Number of Shares	41,063,337	41,063,337	41,063,337	41,063,337
	Percentage of shareholding	92.76%	92.76%	92.76%	92.76%
2	Promoters and Promoter Group Shareholding				
a	Pledged / Encumbered				
	Number of Shares	--	--	--	--
	Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	0.00%	0.00%	0.00%	0.00%
	Percentage of Shares (as a % of the total share capital of the Company)	0.00%	0.00%	0.00%	0.00%
b	Non - encumbered				
	Number of Shares	3,203,956	3,203,956	3,203,956	3,203,956
	Percentage of Shares (as a % of the total shareholding of the Promoter and Promoter group)	100.00%	100.00%	100.00%	100.00%
	Percentage of Shares (as a % of the total share capital of the Company)	7.24%	7.24%	7.24%	7.24%
B INVESTORS COMPLAINTS					
		Three Months ended 30 June 2015			
Pending at the beginning of the Quarter		0			
Received during the Quarter		2			
Disposed during the Quarter		2			
Remaining unresolved at the end of the Quarter		0			

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Notes :

- 1 The above results were reviewed by the Audit / Risk & Compliance Committee and approved by the Board of Directors at their meeting held on 11 August 2015 and have undergone a "Limited Review" by the Statutory Auditors of the company. The review report of the Statutory Auditors is being filed with NSE and BSE.
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- 5 Other income / (expenses) include Net Exchange gain / (loss) during the period.
- 6 Taxes include current tax and deferred tax.
- 7 Pursuant to the applicability of provisions of Schedule-II of the Companies Act, 2013 ('the Act'), the company has reassessed the estimated useful life of fixed assets. Accordingly, depreciation of Rs 210 lakhs on account of assets whose useful life is exhausted on 1 April 2015 has been adjusted to opening reserves in terms of transitional provisions of the said Schedule-II. As a result of this change, the depreciation charge for the quarter ended 30 June 2015 is lower by Rs 15 lakhs.
- 8 The company's appeal to the CIT (Appeals) for assessment years 2006-07 to 2008-09 and 2010-11 to 2011-12 involving an aggregate demand of Rs 4160 lakhs, in respect of claim under section 10A of the Income Tax Act, 1961, has been decided in its favour. The Income Tax Authorities have preferred an appeal before the Income Tax Appellate Tribunal against the decision.

By Order of the Board
for MEGASOFT LIMITED

GV Kumar
Managing Director

Place: Hyderabad

Date: 11 August 2015

Srikanth & Shanthi Associates

New No.54, Old No.103, 1st floor
 PS Sivasamy Salai, Mylapore
 Chennai 600004
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TN Rajendran & Co.

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 Chennai 600030
 Tel: 91-44-26640640
 email: tnr500@gmail.com

Chartered Accountants

To
 The Board of Directors
Megasoft Limited
 85, Kutchery Road
 Mylapore
Chennai 600004

Dear Sirs.

Sub: Review Report

We have reviewed the accompanying statement of unaudited financial results of **Megasoft Limited**, for the 1st quarter ended 30 June 2015 except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors / Audit committee of the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

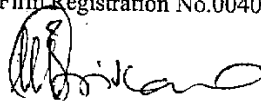
We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, *Engagements to Review Financial Statements* issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

for **Srikanth & Shanthi Associates**

Chartered Accountants

Firm Registration No.004006S



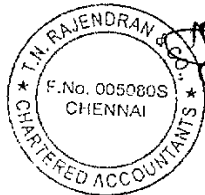
MC Srikanth
 Partner
 Membership No.18588



for **TN Rajendran & Co.**

Chartered Accountants

Firm Registration No.005080S



TN Rajendran
 Partner
 Membership No.28778

Place: Hyderabad
 Date: 11 August 2015