

**MEGASOFT LIMITED**

No.85, Kutchery Road, Mylapore, Chennai 600004

**Consolidated Financial Results for the first quarter ended 31 March 2011***Rs lakhs*

	Particulars	Quarter ended	Quarter ended	Previous accounting year ended
		31-Mar-2011	31-Mar-2010	31-Dec-2010
		Unaudited	Unaudited	Audited
1	Net Sales / Income from Operations	4,006	3,926	16,791
2	<b>Expenditure</b>			
a	Personnel costs	1,478	1,154	5,425
b	Operating Expenses	1,277	1,488	6,021
	<b>Total Expenditure</b>	<b>2,755</b>	<b>2,642</b>	<b>11,446</b>
3	<b>Operating Profit before Interest and Depreciation (1-2)</b>	<b>1,251</b>	<b>1,284</b>	<b>5,345</b>
4	Depreciation and Amortisation	321	392	1,434
5	<b>Operating Profit before Interest (3-4)</b>	<b>930</b>	<b>892</b>	<b>3,911</b>
6	Finance cost	259	429	1,515
7	<b>Operating Profit / (Loss) after Interest and Depreciation (5-6)</b>	<b>671</b>	<b>463</b>	<b>2,396</b>
8	Other Income / (Expense)	(24)	(89)	139
9	Provision / write-off of debtors	--	--	391
10	<b>Profit / (Loss) before tax (7+8-9)</b>	<b>647</b>	<b>374</b>	<b>2,144</b>
11	Taxes	5	(43)	(27)
12	<b>Profit / (Loss) after tax (10-11)</b>	<b>642</b>	<b>417</b>	<b>2,171</b>
13	Paid-up Equity Share Capital (Rs.10 per share)	4,427	4,427	4,427
14	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year			16,294
15	Earnings per Share before extraordinary items for the period, for the year to date and for the previous year (Rs) (not annualised)			
	Basic	1.45	0.94	4.90
	Diluted	1.45	0.92	4.90
16	Public Shareholding			
	Number of Shares	41,063,337	41,063,337	41,063,337
	Percentage of shareholding	92.76%	92.76%	92.76%
17	Promoters and Promoter Group Shareholding			
a	Pledged / Encumbered			
	Number of Shares	1,891,870	2,000,000	1,971,870
	Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	59.05%	62.42%	61.54%
	Percentage of Shares (as a % of the total share capital of the Company)	4.27%	4.52%	4.45%
b	Non - encumbered			
	Number of Shares	1,312,086	1,203,956	1,232,086
	Percentage of Shares (as a % of the total shareholding of the Promoter and Promoter group)	40.95%	37.58%	38.46%
	Percentage of Shares (as a % of the total share capital of the Company)	2.96%	2.72%	2.78%

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Financial Results for the first quarter ended 31 March 2011

Rs lakhs

	Particulars	Quarter ended	Quarter ended	Previous accounting year ended
		31-Mar-2011	31-Mar-2010	31-Dec-2010
		Unaudited	Unaudited	Audited
1	Net Sales / Income from Operations	1,334	1,553	6,239
2	<b>Expenditure</b>			
a	Personnel costs	836	530	2,977
b	Operating Expenses	121	133	855
	<b>Total Expenditure</b>	<b>957</b>	<b>663</b>	<b>3,832</b>
3	<b>Operating Profit before Interest and Depreciation (1-2)</b>	<b>377</b>	<b>890</b>	<b>2,407</b>
4	Depreciation and Amortisation	111	139	567
5	<b>Operating Profit before Interest (3-4)</b>	<b>266</b>	<b>751</b>	<b>1,840</b>
6	Finance cost	130	213	702
7	<b>Operating Profit / (Loss) after Interest and Depreciation (5-6)</b>	<b>136</b>	<b>538</b>	<b>1,138</b>
8	Other Income / (Expenses)	(8)	(446)	(245)
9	Provision / write-off of debtors	--	--	391
10	<b>Profit / (Loss) before tax (7+8-9)</b>	<b>128</b>	<b>92</b>	<b>502</b>
11	Taxes	5	(44)	(28)
12	<b>Profit / (Loss) after tax (10-11)</b>	<b>123</b>	<b>136</b>	<b>530</b>
13	Paid-up Equity Share Capital (Rs.10 per share)	4,427	4,427	4,427
14	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year			11,978
15	Earnings per Share before extraordinary items for the period, for the year to date and for the previous year (Rs) (not annualised)			
	Basic	0.28	0.31	1.20
	Diluted	0.28	0.30	1.20
16	Aggregate of public shareholding			
	Number of Shares	41,063,337	41,063,337	41,063,337
	Percentage of holding (to total holding)	92.76%	92.76%	92.76%
17	Promoters and Promoter Group Shareholding			
a	Pledged / Encumbered			
	Number of Shares	1,891,870	2,000,000	1,971,870
	Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	59.05%	62.42%	61.54%
	Percentage of Shares (as a % of the total share capital of the Company)	4.27%	4.52%	4.45%
b	Non - encumbered			
	Number of Shares	1,312,086	1,203,956	1,232,086
	Percentage of Shares (as a % of the total shareholding of the Promoter and Promoter group)	40.95%	37.58%	38.46%
	Percentage of Shares (as a % of the total share capital of the Company)	2.96%	2.72%	2.78%

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### Notes :

- 1 The 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, of the provisions of the Companies Act, 1956. All inter-company accounts are eliminated on consolidation.
- 2 Previous period figures have been regrouped, reclassified / rearranged wherever necessary to conform to current period's presentation.
- 3 The company has a single reportable segment, that of Telecom. Accordingly, Accounting Standard 17 (AS 17 – Segment Reporting) issued by ICAI / Company (Accounting Standards) Rules, 2006 is not applicable.
- 4 Other income / (expenses) include Net Exchange gain / (loss) during the period / year.
- 5 Taxes include current tax and deferred tax.
- 6 Provision for current taxation has been made in accordance with Section 115JB of the Income Tax Act, 1961.
- 7 No investor complaints were pending either at the beginning or at the end of the quarter. No complaints received during the quarter.
- 8 The Statutory Auditors have carried out a 'Limited Review' of the Company's results in terms of clause 41 of the Listing Agreement with the Stock Exchanges.
- 9 These results were taken on record by the Board of Directors at their Meeting held on 26 April 2011 after a review by the Audit Committee of the Company.
- 10 As per clause 41 of the Listing Agreement, the company has opted to publish Consolidated Financial Results. The standalone financial results of Megasoft Limited have been submitted to the stock exchanges and are available for perusal in the company's website at [www.megasoft.com](http://www.megasoft.com) and in stock exchange's website of both BSE and NSE viz., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

The following are the particulars of the company (on standalone basis):

		<i>Rs lakhs</i>		
	Particulars	Quarter ended	Quarter ended	Previous accounting year ended
		31-Mar-2011	31-Mar-2010	31-Dec-2010
		Unaudited	Unaudited	Audited
a	Turnover	1,334	1,553	6,239
b	Profit / (Loss) before tax	128	92	502
c	Profit / (Loss) after tax	123	136	530

By Order of the Board  
for MEGASOFT LIMITED

Place: Chennai  
Date: 26 April 2011

**GV Kumar**  
Managing Director