

Megasoft Limited

Registered Office: #95, Kutchery Road, Mylapore, Chennai, Tamilnadu 600004 India

Corporate Office: Block 'A', Wing 1, Level 5 & 6, Cyber Gateway, Madhapur, Hyderabad - 500081, TeLANGANA, India

Standalone Unaudited Financial Results for the Quarter Ended on 30 June 2016

CIN: L72200TN1999PLC042730, Phone: +91-44-24616768, Fax: +91-44-24617810, Email: investors@megasoft.com

| Part I | | | | | | |
|---------------|---|--|------------------------------------|--|--|--|
| (Rs.) In Lacs | | | | | | |
| S.No | Particulars | YEAR TO DATE FIGURES | | | | |
| | | Quarter ended 30 June 2016 (Unaudited) | Year ended 31 March 2016 (Audited) | Quarter ended 30 June 2015 (Unaudited) | Quarter ended 30 June 2016 (Unaudited) | Quarter ended 30 June 2015 (Unaudited) |
| 1 | Income from operations | | | | | |
| | (a) Net Sales / Income From Operations (net of Excise Duty) | 651.00 | 3,004.00 | 757.00 | 651.00 | 757.00 |
| | (b) Other Operating Income | | | | | |
| | Total Income from operations (net) | 651.00 | 3,004.00 | 757.00 | 651.00 | 757.00 |
| 2 | Expenses | | | | | |
| | a) Cost of materials consumed | - | 348.00 | 142.00 | - | 142.00 |
| | b) Purchase of stock-in-trade | - | - | - | - | - |
| | c) Changes in inventories of finished goods, work-in-progress and stock in trade | - | - | - | - | - |
| | d) Employee benefits expenses | 357.00 | 1,527.00 | 357.00 | 357.00 | 357.00 |
| | e) Depreciation and amortisation expenses | 12.00 | 64.00 | 15.00 | 12.00 | 15.00 |
| | f) Other expenses | 203.00 | 820.00 | 189.00 | 203.00 | 189.00 |
| | Total Expenditure | 572.00 | 2,759.00 | 703.00 | 572.00 | 703.00 |
| 3 | Profit / (Loss) from operations before other income, interest and exceptional item (1-2) | 79.00 | 245.00 | 54.00 | 79.00 | 54.00 |
| 4 | Other Income / (Loss) | 6.00 | 85.00 | 20.00 | 6.00 | 20.00 |
| 5 | Profit / (Loss) from ordinary activities before finance cost and exceptional items (3 + 4) | 85.00 | 330.00 | 74.00 | 85.00 | 74.00 |
| 6 | Finance costs | 51.00 | 240.00 | 61.00 | 51.00 | 61.00 |
| 7 | Profit / (Loss) from ordinary activities after finance cost but before exceptional items (5 + 6) | 34.00 | 90.00 | 13.00 | 34.00 | 13.00 |
| 8 | Exceptional Items | - | - | - | - | - |
| 9 | Profit / (Loss) from ordinary activities before tax (7 + 8) | 34.00 | 90.00 | 13.00 | 34.00 | 13.00 |
| 10 | Tax expense | 11.00 | 48.00 | (15.00) | 11.00 | (15.00) |
| 11 | Net Profit / (Loss) from ordinary activities after tax (9 + 10) | 23.00 | 42.00 | 28.00 | 23.00 | 28.00 |
| 12 | Extraordinary items (net of tax exp. Rs. Lakhs) | 0 | 0 | 0 | - | 0 |
| 13 | Net Profit / (Loss) for the period (11+12) | 23.00 | 42.00 | 28.00 | 23.00 | 28.00 |
| 14 | Share of profit / (loss) of associates* | - | - | - | - | - |
| 15 | Minority interest | - | - | - | - | - |
| 16 | Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13 + 14 + 15) | 23.00 | 42.00 | 28.00 | 23.00 | 28.00 |
| 17 | Paid-Up Equity Share Capital of Rs. 10 Each | 442,672,930 | 442,672,930 | 442,672,930 | 442,672,930 | 442,672,930 |
| 18 | Reserve Excluding Revaluation Reserves as per Balance sheet of Previous accounting year | 10,112.00 | 10,090.00 | 12,818.00 | 10,112.00 | 12,818.00 |
| 19.i | Earnings per share (before extraordinary items) (of `10/- each) (not annualised): | | | | | |
| | (a) Basic | 0.05 | 0.10 | 0.06 | 0.05 | 0.06 |
| | (b) Diluted | 0.05 | 0.10 | 0.06 | 0.05 | 0.06 |
| 19.ii | Earnings per share (after extraordinary items) (of `10/- each) (not annualised): | | | | | |
| | (a) Basic | 0.05 | 0.10 | 0.06 | 0.05 | 0.06 |
| | (b) Diluted | 0.05 | 0.10 | 0.06 | 0.05 | 0.06 |

Notes:

- The above financial results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 10 August, 2016, and are published in accordance with the SEBI (LODR) Regulations, 2015
- The Company has a single reportable segment, that of Telecom. Accordingly, Accounting Standard 17 on "Segment Reporting" issued by the Institute of Chartered Accountants of India is not applicable.
- The above figures have been prepared in accordance with the principles and procedures as set out in Accounting Standard on 'Financial Statements' issued by the Institute of Chartered Accountants of India
- Pursuant to the provisions of the SEBI Listing Regulations, an extract of standalone financial results is being published in the newspapers. The standalone unaudited financial results will be made available on the company's website i.e., at <http://megasoft.com/investor-services.html> and also on the websites of the stock exchanges i.e., www.bseindia.com and www.nseindia.com

Hyderabad
10.08.2016



For Megasoft Limited

G.V. Kumar

G V Kumar

CEO & Managing Director

Srikanth & Shanthi Associates
New No.17, Old No.9, 1st floor
Desika Road Chennai 600004
Tele/Fax: +91-44-24662419/42108419

TN Rajendran & Co.
New No.2, Old No.25, 1st Floor
Chengalvarayan Street, Shenoy Nagar
Chennai 600030 Tel: 91-44-26640640

Chartered Accountants

Limited Review Report On Standalone Quarterly Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

Board of Directors of Megasoft Limited

We have reviewed the accompanying statement of unaudited financial results of **Megasoft Limited** for the period ended 30 June 2016. This statement is the responsibility of the Company's Management and has been approved by 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 procedures 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 recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (LODR) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For M/s Srikanth & Shanthi Associates
Chartered Accountants [FRN 004006S]



MC Srikanth [M.No. 018588]
Partner

Place: Hyderabad
Date: 10 August 2016



For M/s T N Rajendran & Co.
Chartered Accountants [FRN 005080S]



T N Rajendran [M.No. 028778]
Partner



Megasoft Limited

Registered Office: #85, Kutchery Road, Mylapore, Chennai, Tamilnadu 600004 India

Corporate Office: Block 'A', Wing 1, Level 5 & 6, Cyber Gateway, Madhapur, Hyderabad - 500081, Telangana, India

Consolidated Unaudited Financial Results for the Quarter Ended on 30 June 2016

CIN: L72200TN1999PLC042730, Phone: +91-44-24616768, Fax: +91-44-24617810, Email: investors@megasoft.com

| Part I | | (Rs.) In Lacs | | | | |
|--------|---|--|------------------------------------|--|--|--|
| S.No | Particulars | YEAR TO DATE FIGURES | | | | |
| | | Quarter ended 30 June 2016 (Unaudited) | Year ended 31 March 2016 (Audited) | Quarter ended 30 June 2015 (Unaudited) | Quarter ended 30 June 2016 (Unaudited) | Quarter ended 30 June 2015 (Unaudited) |
| 1 | Income from operations | | | | | |
| | (a) Net Sales / Income From Operations (net of Excise Duty) | 1,450.00 | 6,568.00 | 1,415.00 | 1,450.00 | 1,415.00 |
| | (b) Other Operating Income | - | - | - | - | - |
| | Total Income from operations (net) | 1,450.00 | 6,568.00 | 1,415.00 | 1,450.00 | 1,415.00 |
| 2 | Expenses | | | | | |
| | a) Cost of materials consumed | 63.00 | 406.00 | 142.00 | 63.00 | 142.00 |
| | b) Purchase of stock-in-trade | - | - | - | - | - |
| | c) Changes in inventories of finished goods, work-in-progress and stock in trade | - | - | - | - | - |
| | d) Employee benefits expenses | 472.00 | 2,607.00 | 477.00 | 472.00 | 477.00 |
| | e) Depreciation and amortisation expenses | 164.00 | 670.00 | 194.00 | 164.00 | 194.00 |
| | f) Other expenses | 543.00 | 2,001.00 | 588.00 | 543.00 | 588.00 |
| | Total Expenditure | 1,242.00 | 5,684.00 | 1,401.00 | 1,242.00 | 1,401.00 |
| 3 | Profit / (Loss) from operations before other income, interest and exceptional item (1-2) | 208.00 | 884.00 | 14.00 | 208.00 | 14.00 |
| 4 | Other Income / (Loss) | 8.00 | 82.00 | 16.00 | 8.00 | 16.00 |
| 5 | Profit / (Loss) from ordinary activities before finance cost and exceptional items (3 + 4) | 216.00 | 966.00 | 30.00 | 216.00 | 30.00 |
| 6 | Finance costs | 184.00 | 787.00 | 188.00 | 184.00 | 188.00 |
| 7 | Profit / (Loss) from ordinary activities after finance cost but before exceptional items (5 + 6) | 32.00 | 179.00 | (158.00) | 32.00 | (158.00) |
| 8 | Exceptional Items | - | - | - | - | - |
| 9 | Profit / (Loss) from ordinary activities before tax (7 + 8) | 32.00 | 179.00 | (158.00) | 32.00 | (158.00) |
| 10 | Tax expense | 11.00 | 48.00 | (15.00) | 11.00 | (15.00) |
| 11 | Net Profit / (Loss) from ordinary activities after tax (9 + 10) | 21.00 | 131.00 | (143.00) | 21.00 | (143.00) |
| 12 | Extraordinary items (net of tax exp. Rs. ___ Lakhs) | - | - | - | - | - |
| 13 | Net Profit / (Loss) for the period (11+12) | 21.00 | 131.00 | (143.00) | 21.00 | (143.00) |
| 14 | Share of profit / (loss) of associates* | - | - | - | - | - |
| 15 | Minority interest | - | - | - | - | - |
| 16 | Net Profit / (Loss) after taxes, minority interest and share of profit / (loss) of associates (13 + 14 + 15) | 21.00 | 131.00 | (143.00) | 21.00 | (143.00) |
| 17 | Paid-Up Equity Share Capital of Rs. 10 Each | 442,672,930 | 442,672,930 | 442,672,930 | 442,672,930 | 442,672,930 |
| 18 | Reserve Excluding Revaluation Reserves as per Balance sheet of Previous accounting year | 7,663.00 | 8,359.00 | 10,802.00 | 7,663.00 | 10,802.00 |
| 19 i | Earnings per share (before extraordinary items) (of `10/- each) (not annualised): | | | | | |
| | (a) Basic | 0.05 | 0.30 | (0.32) | 0.05 | (0.32) |
| | (b) Diluted | 0.05 | 0.30 | (0.31) | 0.05 | (0.31) |
| 19 ii | Earnings per share (after extraordinary items) (of `10/- each) (not annualised): | | | | | |
| | (a) Basic | 0.05 | 0.30 | (0.32) | 0.05 | (0.32) |
| | (b) Diluted | 0.05 | 0.30 | (0.31) | 0.05 | (0.31) |

Notes:

- The above financial results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 10th August, 2016, and are published in accordance with the SEBI (LODR) Regulations, 2015
- The Company has a single reportable segment, that of Telecom. Accordingly, Accounting Standard 17 on "Segment Reporting" issued by the Institute of Chartered Accountants of India is not applicable.
- The above figures have been prepared in accordance with the principles and procedures as set out in Accounting Standard-21 on 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India
- Pursuant to the provisions of the SEBI Listing Regulations, an extract of standalone financial results is being published in the newspapers. The standalone unaudited financial results will be made available on the company's website i.e., at <http://megasoft.com/investor-services.html> and also on the websites of the stock exchanges i.e., www.bseindia.com and www.nseindia.com

Hyderabad
10.08.2016



For Megasoft Limited

G.V. Kumar

CEO & Managing Director

Srikanth & Shanthi Associates

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TN Rajendran & Co.

New No.2, Old No.25, 1st Floor
Chengalvarayan Street, Shenoy Nagar,
Chennai 600030, Tel: 91-44-26640640

Chartered Accountants

Limited Review Report On Consolidated Quarterly Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

Board of Directors of Megasoft Limited

We have reviewed the consolidated financial results of Megasoft Limited for the quarter ended 30 June 2016 attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These consolidated quarterly financial results have been prepared from consolidated interim financial statements, which are the responsibility of the company's management. Our responsibility is to issue a report on the statement based on our review of such consolidated interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25 / Ind AS 34), mandated under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder or by the Institute of Chartered Accountants of India, as applicable and other accounting principles generally accepted in India.

We reviewed in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the review to obtain reasonable assurance about whether the consolidated quarterly financial results are free of material misstatement(s). A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

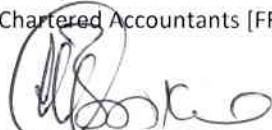
These interim financial statements and other financial information of foreign subsidiaries have been considered based on unaudited financial statements.

In our opinion and to the best of our information and according to the explanations given to us these consolidated quarterly financial results as well as the consolidated year to date results:

- (i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- (ii) give a true and fair view of the consolidated net profit/loss and other financial information for the quarter ended 30 June 2016.

For M/s Srikanth & Shanthi Associates

Chartered Accountants [FRN 004006S]



MC Srikanth [M.No. 018588]
Partner



Place: Hyderabad
Date: 10 August, 2016

For M/s T N Rajendran & Co.

Chartered Accountants [FRN 005080S]



T N Rajendran [M.No. 028778]
Partner

