



MEGASOFT LIMITED

CIN : L72200TN1999PLC042730

My Home Hub, 1st Floor, Block-3,

Madhapur, Hyderabad - 500081,

Telangana, India.

Tel : +91 (40) 4033 0000; Fax : +91 (40) 4013 3555

website : www.megasoft.com

Date: 30.07.2020

To

Bombay Stock Exchange Limited

Phiroze JeeJee Bhoy Towers

Dalal Street, Fort

Mumbai 400001

Scrip Code: 532408

National Stock Exchange of India Limited

Exchange Plaza

Bandra-Kurla Complex, Bandra(E)

Mumbai 400051

Symbol: MEGASOFT

Dear Sir(s),

Sub: Outcome of the Board Meeting held on July 30, 2020.

We refer to our letter dated July 21, 2020 intimating you of the convening of the Meeting of the Board of Directors of our Company. In this regard, we wish to inform that the Board of Directors of our Company met today & approved the Audited Financial Results (Standalone and Consolidated) of the Company for the quarter and year ended on March 31, 2020 in the format prescribed under Regulation 33 of the SEBI (LODR) Regulations, 2015 and pursuant to SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016. In this connection we enclose the following:

- a. Standalone Audited Financial Results for the Quarter and Year ended March 31, 2020
- b. Auditors' Report on above Standalone Audited Financial Results
- c. Consolidated Audited Financial Results for the Quarter and Year ended March 31, 2020
- d. Auditors' Report on above Consolidated Audited Financial Results
- e. Statement of Assets and Liabilities as at March 31, 2020
- f. Declaration in respect of Audit Report on Audited Financial Results with unmodified opinion

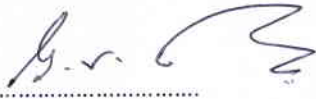


Pursuant to Regulation 47 of the SEBI (LODR) Regulations, 2015 and above mentioned SEBI circular, we would be publishing an extract of the above financial results in the prescribed format in English and Tamil Newspapers within the stipulated time. The financial results (Standalone & Consolidated) would be available on the website of the Company 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.

We further wish to inform that the Meeting of the Board of Directors of the company commenced at 12:15 p.m. and concluded at 6.25 p.m.

Kindly take the information on record.

For Megasoft Limited



G V Kumar

MD & CEO





Megasoft Limited

Registered Office: #85, Kutchery Road, Mylapore, Chennai, India - 600 004

Corporate Office: 01st Floor, Block-3, My Home Hub, Madhapur, Hyderabad – 500081, Telangana, India

Audited Financial Results for the Quarter and Year ended March 31, 2020

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

| Part I | Particulars | (Rs) In Lakhs | | | | |
|--------|--|------------------------------------|-------------------------------|-------------------------------|----------------------------|-----------------|
| | | Standalone | | | | |
| | | Quarter Ended | | Year ended | | |
| | 31 March 2020 (Audited) | 31 December 2019 (Unaudited) | 31 March 2019 (Audited) | 31 March 2020 (Audited) | 31 March 2019 (Audited) | |
| I | Revenue from Operations | 664.76 | 499.22 | 1,514.50 | 2,034.40 | 2,363.77 |
| II | Other Income | 160.62 | 186.55 | 791.45 | 650.28 | 1,013.92 |
| III | Total Revenue (I + II) | 825.38 | 685.77 | 2,305.95 | 2,684.68 | 3,377.69 |
| IV | Expenses: | | | | | |
| a | Cost of materials consumed | 19.33 | 31.69 | 207.55 | 102.33 | 234.60 |
| b | Purchases of Stock-in-Trade | - | - | - | - | - |
| c | Changes in inventories of finished goods, Stock-in-Trade and work-in-progress | - | - | - | - | - |
| d | Employee benefits expense | 155.34 | 216.54 | 266.61 | 775.73 | 1,153.31 |
| e | Finance costs | 79.67 | 100.88 | 127.06 | 366.67 | 373.25 |
| f | Depreciation and amortisation expense | 92.19 | 81.66 | 63.31 | 344.73 | 98.37 |
| g | Other expenses (Any item exceeding 10% of the total expenses relating to continuing operations to be shown separately) | 493.77 | 221.86 | 884.07 | 1,043.26 | 1,440.51 |
| | Total Expenses (IV) | 840.30 | 652.63 | 1,548.60 | 2,632.73 | 3,300.04 |
| V | Profit/ (Loss) before exceptional items and tax (III - IV) | (14.92) | 33.14 | 757.36 | 51.94 | 77.66 |
| VI | Exceptional items | - | - | - | - | - |
| VII | Profit/ (Loss) after exceptional items and before tax (V - VI) | (14.92) | 33.14 | 757.36 | 51.94 | 77.66 |
| VIII | Tax expense: | | | | | |
| a | Current tax | - | - | 2.26 | - | 2.26 |
| b | Deferred tax | (3.78) | - | 34.24 | (3.78) | 34.24 |
| IX | Total tax expenses | (3.78) | - | 36.50 | (3.78) | 36.50 |
| X | Net movement in regulatory deferral account balances related to profit or loss and the related deferred tax movement | - | - | - | - | - |
| XI | Profit (Loss) for the period from continuing operations (VII-IX+X) | (11.14) | 33.14 | 720.85 | 55.73 | 41.15 |
| XII | Profit/(loss) from discontinued operations | - | - | - | - | - |
| XIII | Tax expense of discontinued operations | - | - | - | - | - |
| XIV | Profit/(loss) from Discontinued operations (after tax) (XII-XIII) | - | - | - | - | - |

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| | | | | | | |
|-------|--|----------------|--------------|-----------------|--------------|---------------|
| XV | Share of profit (loss) of associates and joint ventures accounted for using equity method | - | - | - | - | - |
| XVI | Profit (Loss) for the period (XI + XIV+XV) | (11.14) | 33.14 | 720.85 | 55.73 | 41.15 |
| XVII | Other Comprehensive Income | | | | | |
| | A 1. Items that will not be reclassified to profit or loss: | (0.10) | - | 2,786.20 | (0.10) | 2,786.20 |
| | 2. Income tax relating to these items | - | - | - | - | - |
| | B. 1. Items that will be reclassified to profit or loss: | | | (2,221.38) | | (2,221.38) |
| | 2. Income tax relating to these items | - | - | - | - | - |
| XVIII | Total Comprehensive income for the year (XVI+XVII) | (11.24) | 33.14 | 1,285.68 | 55.63 | 605.98 |
| XIX | Total profit or loss, attributable to | | | | | |
| | Profit/loss attributable to owners of parent | - | - | - | - | - |
| | Total profit/loss attributable to non-controlling interests | - | - | - | - | - |
| XX | Total Comprehensive income for the period attributable to | | | | | |
| | Comprehensive income for the period attributable to owners of parent | | | | | |
| | Total comprehensive income for the period attributable to owners of parent non-controlling interests | | | | | |
| XXI | Details of equity share capital | | | | | |
| a | Paid-up equity share capital | 4,426.73 | 4,426.73 | 4,426.73 | 4,426.73 | 4,426.73 |
| b | (face value of the share shall be indicated) | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 |
| XXII | Details of debt securities | - | - | - | - | - |
| XXIII | Other Equity excluding revaluation reserve | 7,622.48 | 7,633.74 | 7,566.86 | 7,622.48 | 7,566.86 |
| XXIV | Debenture redemption reserve | | | | | |
| XXV | Earnings per share: | | | | | |
| a | Earnings per equity share for continuing operations | | | | | |
| | Basic earnings (loss) per share from continuing operations | (0.02) | 0.07 | 1.63 | 0.13 | 0.09 |
| | Diluted earnings (loss) per share from continuing operations | (0.02) | 0.07 | 1.63 | 0.13 | 0.09 |
| b | Earnings per equity share for discontinued operations | | | | | |
| | Basic earnings (loss) per share from discontinued operations | - | - | - | - | - |
| | Diluted earnings (loss) per share from discontinued operations | - | - | - | - | - |
| c | Earnings per equity share | | | | | |
| | Basic earnings (loss) per share from continuing and discontinued operations | (0.02) | 0.07 | 1.63 | 0.13 | 0.09 |

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| | | | | | | |
|------|---|--------|------|------|------|------|
| | Diluted earnings (loss) per share from continuing and discontinued operations | (0.02) | 0.07 | 1.63 | 0.13 | 0.09 |
| XXVI | Disclosure of notes on financial results | | | | | |

1. The above audited financial results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 30 July, 2020.

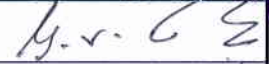
2. The Company has a single reportable segment, that of Telecom and has been disclosed in accordance with SEBI (LODR) Regulations, 2015.

3. Previous periods' figures have been rearranged wherever necessary to conform to the current period classifications/disclosures.

4. Figures of last quarter are the balancing figures between audited figures in respect of full financial year and the published year to date figures upto the 3rd quarter of the current financial year.

5. Pursuant to the provisions of the SEBI Listing Regulations, an extract of standalone & consolidated financial results is being published in the newspapers. The standalone & consolidated financial results will be made available on the company's website i.e., at <http://megasoftware.com/investor-services.html> and also on the websites of the stock exchanges i.e., www.bseindia.com and www.nseindia.com

For Megasoft Limited

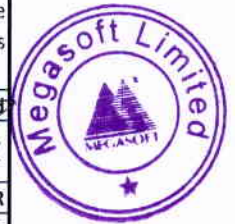


GV KUMAR

CEO & Managing Director

Date: 30.07.2020

Place: Hyderabad



Partners:

N.C. SUNDARARAJAN, F.C.A.
G.N. GOPALARATHNAM, B.Sc., F.C.A., DISA
V. ANANTHARAMAN, B.Com., F.C.A.
M.V. RENGARAJAN, N.D.COM., F.C.A.



SUMITHRA RAVICHANDRAN, B.Sc., F.C.A.
N.C. VIJAYKUMAR, B.Com., F.C.A., DISA
V. CHANDRASEKARAN, B.Com., F.C.A.
N. SUNDAR, B.Sc., F.C.A., DISA
ARJUN .S, B.Com., F.C.A.

Ref :

Date:

INDEPENDENT AUDITOR'S REPORT

To,
The Board of Directors,
Megasoft Limited

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying standalone quarterly financial results of Megasoft Ltd (the company) for the quarter ended 31st March , 2020 and the year to date results for the period from 1st April 2019 to 31st March 2020, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and

ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net profit and other comprehensive income and other financial information for the quarter ended 31st March , 2020 as well as the year to date results for the period from 1st April 2019 to 31st March 2020.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Results* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Phone : +91 44 2499 1569 / 2499 3056, 2499 1095
2498 7746 / 2498 6170
E-mail : ncr Rajagopal@gmail.com

Facsimile : +91 44 2499 1485, 2498 8682

Branches at : Chennai - 6, Salem & Erode

Management's Responsibilities for the Standalone Financial Results

These quarterly financial results as well as the year to date standalone financial results have been prepared on the basis of the standalone financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

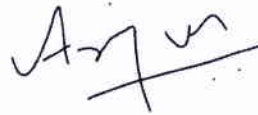


- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For N.C. Rajagopal & Co.,
Chartered Accountants
(Firm Regn No.003398S)



Arjun S

Partner

(Membership No. 230448)

UDIN: 20230448AAAABJ8667

Place : Chennai

Date : 30-07-2020





Megasoft Limited

Registered Office: #85, Kutchery Road, Mylapore, Chennai, India - 600 004

Corporate Office : 01st Floor, Block-3, My Home Hub, Madhapur, Hyderabad – 500081, Telangana, India

Audited Financial Results for the Quarter and Year ended March 31, 2020

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

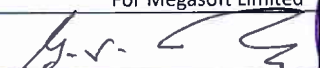
| Part I | Particulars | (Rs) In Lakhs | | | | |
|--------|--|----------------------------|------------------------------------|-------------------------------|-------------------------------|----------------------------|
| | | Consolidated | | | | |
| | | Quarter Ended | | | Year to date figures for | |
| | | 31 March 2020 (Audited) | 31 December 2019 (Unaudited) | 31 March 2019 (Audited) | 31 March 2020 (Audited) | 31 March 2019 (Audited) |
| I | Revenue from Operations | 1,560.14 | 1,625.97 | 1,881.43 | 5,673.26 | 6,187.37 |
| II | Other Income | 160.62 | 186.55 | 643.17 | 650.28 | 863.94 |
| III | Total Revenue (I + II) | 1,720.76 | 1,812.52 | 2,524.60 | 6,323.54 | 7,051.31 |
| IV | Expenses: | | | | | |
| a | Cost of materials consumed | 478.54 | 535.56 | 808.29 | 1,644.82 | 2,179.24 |
| b | Purchases of Stock-in-Trade | - | - | - | - | - |
| c | Changes in inventories of finished goods, Stock-in-Trade and work-in- | - | - | - | - | - |
| d | Employee benefits expense | 293.12 | 321.79 | 342.67 | 1,246.41 | 1,677.95 |
| e | Finance costs | 142.61 | 200.61 | 188.64 | 682.82 | 614.83 |
| f | Depreciation and amortisation | 35.75 | 133.35 | 92.04 | 437.58 | 375.76 |
| g | Other expenses | 930.51 | 507.63 | 1,051.76 | 2,244.98 | 2,133.02 |
| | Total Expenses (IV) | 1,880.53 | 1,698.94 | 2,483.39 | 6,256.61 | 6,980.79 |
| V | Profit/ (Loss) before exceptional items and tax (III - IV) | (159.77) | 113.58 | 41.21 | 66.93 | 70.52 |
| VI | Exceptional items | - | - | - | - | - |
| VII | Profit/ (Loss) after exceptional items and before tax (V - VI) | (159.77) | 113.58 | 41.21 | 66.93 | 70.52 |
| VIII | Tax expense: | | | | | |
| a | Current tax | - | - | 2.86 | - | 2.86 |
| b | Deferred tax | (3.78) | - | 34.24 | (3.78) | 34.24 |
| IX | Total tax expenses | (3.78) | - | 37.10 | (3.78) | 37.10 |
| X | Net movement in regulatory deferral account balances related to profit or loss and the related deferred tax movement | | | | | |
| XI | Profit (Loss) for the period from continuing operations (VII-IX+X) | (155.99) | 113.58 | 4.11 | 70.71 | 33.42 |
| XII | Profit/(loss) from discontinued operations | - | - | - | - | - |
| XIII | Tax expense of discontinued operations | - | - | - | - | - |
| XIV | Profit/(loss) from Discontinued operations (after tax) (XII-XIII) | - | - | - | - | - |
| XV | Share of profit (loss) of associates and joint ventures accounted for using equity method | - | - | - | - | - |
| XVI | Profit (Loss) for the period (XI + XIV+XV) | (155.99) | 113.58 | 4.11 | 70.71 | 33.42 |
| XVII | Other Comprehensive Income | | | | | |
| | A Items that will not be reclassified to profit or loss: | | | | | |
| | i) Remeasurements of post | (0.10) | - | 12.47 | (0.10) | 12.47 |

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| | | | | | | |
|-------|--|----------|----------|------------|----------|------------|
| | ii) Changes in revaluation surplus | | | 2,773.73 | | 2,773.73 |
| | B Items that will be reclassified to profit or loss: | - | - | - | - | - |
| | i. Fair value changes in Equity Instruments through OCI | - | - | (2,221.38) | - | (2,221.38) |
| XVIII | Total Comprehensive income for the year (XVI+XVII) | (156.09) | 113.58 | 568.93 | 70.61 | 598.24 |
| XIX | Total profit or loss, attributable to | | | | | |
| | Profit/loss attributable to owners of parent | - | - | - | - | - |
| | Total profit/loss attributable to non-controlling interests | - | - | - | - | - |
| XX | Total Comprehensive income for the period attributable to | | | | | |
| | Comprehensive income for the period attributable to owners of parent | - | - | - | - | - |
| | Total comprehensive income for the period attributable to owners of parent non-controlling interests | - | - | - | - | - |
| XXI | Details of equity share capital | | | | | |
| a | Paid-up equity share capital | 4,426.73 | 4,426.73 | 4,426.73 | 4,426.73 | 4,426.73 |
| b | (face value of the share shall be indicated) | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 |
| XXII | Details of debt securities | | | | | |
| XXIII | Other Equity excluding revaluation reserve | 6,836.52 | 6,913.84 | 6,531.60 | 6,836.52 | 6,531.60 |
| XXIV | Debenture redemption reserve | | | | | |
| XXV | Earnings per share: | | | | | |
| a | Earnings per equity share for continuing operations | | | | | |
| | Basic earnings (loss) per share from continuing operations | (0.35) | 0.26 | 0.01 | 0.16 | 0.08 |
| | Diluted earnings (loss) per share from continuing operations | (0.35) | 0.26 | 0.01 | 0.16 | 0.08 |
| b | Earnings per equity share for discontinued operations | | | | | |
| | Basic earnings (loss) per share from discontinued operations | - | - | - | - | - |
| | Diluted earnings (loss) per share from discontinued operations | - | - | - | - | - |
| c | Earnings per equity share | | | | | |
| | Basic earnings (loss) per share from continuing and discontinued operations | (0.35) | 0.26 | 0.01 | 0.16 | 0.08 |
| | Diluted earnings (loss) per share from continuing and discontinued operations | (0.35) | 0.26 | 0.01 | 0.16 | 0.08 |
| XXVI | Disclosure of notes on financial results | | | | | |

For Megasoft Limited


GV KUMAR
CEO & Managing Director



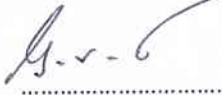
Date: 30.07.2020

Place: Hyderabad

NOTES:

1. The above Statement of Audited Financial Results (Standalone and Consolidated) for the quarter and year ended March 31, 2020 has been reviewed by the Audit/ Risk & Compliance Committee and approved by the Board of Directors, at their meetings held on July 30, 2020.
2. The Company has a single reportable segment, that of telecom and has been disclosed in accordance with SEBI (LODR) regulation, 2015.
3. Previous periods' figures have been rearranged wherever necessary to conform to the current period classifications/ disclosures.
4. Figures of last quarter are the balancing figures between audited figures in respect of full financial year and the published year to date figures upto the 3rd quarter of the current financial year.
5. Pursuant to the provisions of the SEBI Listing Regulations, an extract of Standalone & Consolidated financial results is being published in the newspapers. The Standalone and Consolidated 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.

For Megasoft Limited



G V Kumar

MD & CEO



Date: 30.07.2020

Place: Hyderabad

Partners:

N.C. SUNDARARAJAN, F.C.A.
G.N. GOPALARATHNAM, B.Sc., F.C.A., DISA
V. ANANTHARAMAN, B.Com., F.C.A.
M.V. RENGARAJAN, N.D.COM., F.C.A.



Date:
SUMITHRA RAVICHANDRAN, B.Sc., F.C.A.
N.C. VIJAYKUMAR, B.Com., F.C.A., DISA
V. CHANDRASEKARAN, B.Com., F.C.A.
N. SUNDAR, B.Sc., F.C.A., DISA
ARJUN .S, B.Com., F.C.A.

Ref :

Date:

INDEPENDENT AUDITOR'S REPORT

To,
The Board of Directors,
Megasoft Limited

Report on the audit of the Consolidated Financial Results

Opinion

We have audited the accompanying Statement of Consolidated Financial Results of Megasoft Ltd ("Holding company") and its subsidiaries (holding company and its subsidiaries together referred to as "the Group"), for the quarter and year ended 31st March, 2020 ("the Statement"), attached herewith, being submitted by the holding company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on separate financial statements/ financial information of subsidiaries, the Statement:

a. includes the results of the following entities:

- i. Megasoft Consultants Sdn Bhd
- ii. XIUS Holding Corp
- iii. XIUS Corp
- iv. XIUS S DE RL DE CV

b. is presented in accordance with the requirements of Regulation 33 of the Listing Regulations, as amended; and

c. gives a true and fair view, in conformity with the applicable accounting standards, and other accounting principles generally accepted in India, of consolidated total comprehensive income (comprising of net [profit] and other comprehensive loss) and other financial information of the Group for the quarter and year ended 31st March, 2020 .

Basis for Opinion:

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those



Phone : +91 44 2499 1569 / 2499 3056, 2499 1095
2498 7746 / 2498 6170
E-mail : ncrajagopal@gmail.com

Facsimile : +91 44 2499 1485, 2498 8682
Branches at : Chennai - 6, Salem & Erode

Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Results* section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Consolidated Financial Results

These quarterly financial results as well as the year to date consolidated financial results.

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Group in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial results by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error



and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group to express an opinion on the consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated Financial Results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

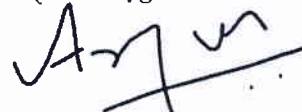
We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

Other Matters

The consolidated Financial Results include the audited Financial Results of 4 subsidiaries, whose interim Financial Statements/Financial Results/ financial information reflect Group's share of total assets of Rs.7,885.37 lakhs as at 31st March, 2020, Group's share of total revenue of Rs. 5,501.15 and Group's share of total net profit after tax of Rs. 14.99 lakhs for the quarter and year ended 31st March, 2020 respectively, as considered in the consolidated Financial Results, which have been audited by their respective independent auditors. The independent auditors' reports on interim financial statements/Financial Results/financial information of these entities have been furnished to us and our opinion on the consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

Our opinion on the consolidated Financial Results is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the Financial Results/financial information certified by the Board of Directors.

For N.C. Rajagopal & Co.,
Chartered Accountants
(Firm Regn No.003398S)



Arjun S

Partner

(Membership No. 230448)

UDIN: 20230448AAAABK3440

Place : Chennai

Date : 30-07-2020





Megasoft Limited

Registered Office: #85, Kutchery Road, Mylapore, Chennai, India - 600 004

Corporate Office : 01st Floor, Block-3, My Home Hub, Madhapur, Hyderabad – 500081, Telangana, India

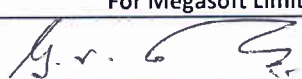
CIN: L72200TN1999PLC042730, Phone: +91-44-24616768 Fax: +91-44-24617810, Email: investors@megasoft.com

(Rs. In Lakhs)

Statement of Asset and Liabilities

| Particulars | Standalone | | Consolidated | |
|--|-------------------------|-------------------------|-------------------------|-------------------------|
| | As at 31 March, 2020 | As at 31 March, 2019 | As at 31 March, 2020 | As at 31 March, 2019 |
| Assets | | | | |
| 1 Non-current assets | | | | |
| a Property, plant and equipment | 13,468.80 | 10,473.74 | 16,339.29 | 12,837.12 |
| b Capital work-in-progress | | 3,081.40 | | 3,081.40 |
| c Investment property | - | - | - | - |
| d Goodwill | - | - | 7,936.12 | 7,936.12 |
| e Other intangible assets | - | - | - | - |
| f Intangible assets under development | - | - | - | - |
| g Biological assets other than bearer plants | - | - | - | - |
| h Investments accounted for using equity method | - | - | - | - |
| i Financial assets | | | | |
| 1. Investments | | | | |
| a. Investments in subsidiaries | 3,395.70 | 3,395.70 | - | - |
| b. Investments in associates | - | - | - | - |
| c. Other investments | | | | |
| 2. Other financial assets | 137.39 | 124.87 | 137.39 | 124.87 |
| j Deferred tax assets (net) | 61.28 | 57.50 | 60.75 | 56.90 |
| k Income tax assets (net) | - | - | | |
| l Other non-current assets | 6,350.59 | 6,362.08 | | 11.49 |
| Total non-current assets | 23,413.77 | 23,495.29 | 24,473.55 | 24,047.90 |
| 2 Current assets | | | | |
| a Inventories | - | - | - | - |
| Current financial asset | | | | |
| b Current investments | | | | |
| c Trade receivables, current | 4,456.14 | 3,823.04 | 5,933.22 | 5,847.16 |
| d Cash and cash equivalents | 11.71 | 73.81 | 583.57 | 258.60 |
| e Bank balance other than cash and cash equivalents | 33.05 | 45.05 | 33.05 | 45.05 |
| f Loans, current | - | - | - | - |
| g Income tax assets (net) | 571.62 | 469.73 | 572.81 | 469.73 |
| h Other current assets | 582.05 | 746.34 | 1,530.09 | 1,506.13 |
| Total current assets | 5,654.57 | 5,157.97 | 8,652.74 | 8,126.67 |
| a Non-current assets classified as held for sale | - | - | - | - |
| b Regulatory deferral account debit balances and related deferred tax Assets | - | - | - | - |
| Total assets | 29,068.33 | 28,653.26 | 33,126.29 | 32,174.57 |




| | | | | | |
|---|---|------------------|------------------|------------------|------------------|
| | Equity and liabilities | | | | |
| 1 | Equity | | | | |
| | Equity attributable to owners of parent | | | | |
| a | Equity share capital | 4,426.73 | 4,426.73 | 4,426.73 | 4,426.73 |
| b | Other equity | 10,396.21 | 10,340.59 | 9,610.25 | 9,305.32 |
| | Total equity attributable to owners of parent | 14,822.95 | 14,767.32 | 14,036.98 | 13,732.05 |
| c | Non controlling interest | - | - | - | - |
| | Total equity | 14,822.95 | 14,767.32 | 14,036.98 | 13,732.05 |
| 2 | Liabilities | | | | |
| | Non-current liabilities | | | | |
| | Non-current financial liabilities | | | | |
| a | Borrowings, non-current | | | | |
| b | Trade payables, non-current | | | | |
| c | Other non-current financial liabilities | 1,432.04 | 1,084.60 | 1432.04 | 1,084.60 |
| | Total non-current financial liabilities | 1,432.04 | 1,084.60 | 1,432.04 | 1,084.60 |
| d | Provisions, non-current | 129.94 | 126.59 | 129.94 | 126.59 |
| e | Deferred tax liabilities (net) | | | | |
| f | Deferred government grants, Non-current | - | - | - | - |
| g | Other non-current liabilities | - | - | - | - |
| | Total non-current liabilities | 1,561.98 | 1,211.19 | 1,561.08 | 1,211.19 |
| | Current liabilities | | | | |
| | Current financial liabilities | | | | |
| a | Borrowings, current | 847.92 | 1,211.37 | 3964.65 | 4,081.98 |
| b | Trade payables, current | 1,181.03 | 1,245.99 | 1210.62 | 1,469.08 |
| c | a. Total outstanding dues of micro enterprises and small enterprises | - | - | | |
| | b. Total outstanding dues of creditors other than micro enterprises and small enterprises | - | - | | |
| d | Other current financial liabilities | 158.64 | 148.86 | 1,833.78 | 1,580.70 |
| | Total current financial liabilities | 2,187.59 | 2,606.22 | 7,009.05 | 7,131.76 |
| e | Other current liabilities | 9,635.47 | 9,322.42 | 9,657.93 | 9,353.45 |
| f | Provisions, current | 860.35 | 746.11 | 860.35 | 746.11 |
| g | Current tax liabilities (Net) | | | | |
| h | Deferred government grants, Current | | | | |
| | Total current liabilities | 12,683.41 | 12,674.75 | 17,527.33 | 17,231.32 |
| 3 | Liabilities directly associated with assets in disposal group classified as held for sale | - | - | - | - |
| 4 | Regulatory deferral account credit balances and related deferred tax liability | - | - | - | - |
| | Total liabilities | 14,245.39 | 13,885.94 | 19,088.41 | 18,442.52 |
| | Total equity and liabilities | 29,068.33 | 28,653.26 | 33,126.29 | 32,174.57 |
| Note: The disclosure is an extract of the Audited Balance Sheet as at 31 March, 2020 and 31 March, 2019 prepared in compliance with the Indian Accounting Standard (IND-AS) | | | | | |
| For Megasoft Limited | | | | | |
|  | | | | | |



MEGASOFT LIMITED
Statutory Audit for the year ended 31st March 2020

Rs in Lakhs

Cash Flow Statement

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

| Particulars | [Amount In Rs] | |
|--|-----------------|-------------------|
| | 2019-20 | 2018-19 |
| A. Cash flow from Operating Activities | | |
| Net Profit Before Tax | 51.94 | 77.66 |
| Adjusted for: | | |
| Bad debts written off | 340.00 | 700.45 |
| Depreciation | 344.73 | 98.37 |
| Adjustments arising out of ROU Assets | (165.11) | - |
| Loss/(Profit) on sale of Fixed Assets | - | (0.63) |
| Gratuity-Actuarial (losses)/Gains | (0.10) | 12.47 |
| Interest Income | 12.52 | 11.35 |
| Interest & Bank Charges | 366.67 | 373.25 |
| Sundry Credit balance written back | - | (619.11) |
| Unrealised Foreign Exchange Fluctuation | 147.92 | (185.37) |
| Operating Profit Before Working Capital Changes | 1,098.57 | 468.44 |
| Adjusted for: | | |
| Trade and other Receivables | (1,062.40) | 426.47 |
| Trade and other payables | 673.19 | 3,861.64 |
| Other non - current assets | 11.49 | 89.30 |
| Other Financial Assets | (12.52) | (11.35) |
| Cash Generated from operations | 708.32 | 4,834.50 |
| Current Tax (Current and relating to Previous years) | - | (2.26) |
| Deferred Tax | 3.78 | (34.24) |
| Net Cash from / (Used in) Operating Activities [A] | 712.11 | 4,798.00 |
| B. Cash Flow from Investing activities | | |
| Purchase of Fixed Assets | (3,124.96) | (3,843.61) |
| Capital Work In Progress (WIP) | 3,081.40 | - |
| Interest Income (Gross) | (12.52) | (11.35) |
| Net Cash from / (Used in) Investing Activities [B] | (56.08) | (3,854.96) |
| C. Cash flow from Financial Activities | | |
| Decrease on Short Term Borrowings | (363.45) | (488.06) |
| Realization of deposits/(Repayment of deposits) | 12.00 | (16.75) |
| Interest & Bank Charges | (366.67) | (373.25) |
| Net Cash flow from/(Used in) Financing Activities [C] | (718.12) | (878.05) |
| Net Cash Flows during the year {A+B+C} | (62.10) | 64.98 |
| Cash & Cash Equivalents(Opening Balance) | 73.81 | 8.83 |
| Cash & Cash Equivalents (Closing Balance) | 11.71 | 73.81 |

[Handwritten Signature]



MEGASOFT LIMITED
Statutory Audit for the year ended 31st March 2020

Consolidated Cash Flow Statement

| CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020 | | |
|---|-----------------|-------------------|
| Particulars | [Amount In Rs] | |
| | 2019-20 | 2018-19 |
| A. Cash flow from Operating Activities | | |
| Net Profit Before Tax | 66.93 | 70.52 |
| Adjusted for: | | |
| Bad debts | 340.00 | 700.45 |
| Depreciation | 437.58 | 375.76 |
| Adjustments arising out of ROU Assets | (165.11) | - |
| Provision for retirement benefits | (0.10) | 12.47 |
| Interest Income | (13.68) | (12.32) |
| Interest & Bank Charges | 682.82 | 513.27 |
| Sundry Credit balance written back | - | 619.11 |
| Unrealised Foreign Exchange Fluctuation | 234.31 | (393.94) |
| Operating Profit Before Working Capital Changes | 1,582.74 | 1,885.33 |
| Adjusted for: | | |
| Trade and other Receivables | (429.90) | 989.55 |
| Trade and other payables | 714.40 | 2,290.70 |
| Prepaid Expenses | 11.49 | 11.46 |
| Other Financial Assets | (139.56) | (11.35) |
| Cash Generated from operations | 1,739.17 | 5,165.67 |
| Current Tax (Current and relating to Previous years) | - | (2.86) |
| Deferred Tax | 3.78 | (34.84) |
| Net Cash from / (Used in) Operating Activities [A] | 1,742.95 | 5,127.97 |
| B. Cash Flow from Investing activities | | |
| Purchase of Fixed Assets | (3,724.91) | (6,488.07) |
| Capital Work In Progress (WIP) | 3,081.40 | 2,680.00 |
| Interest Income (Gross) | 13.68 | 12.32 |
| Intangibles | - | - |
| Net Cash from / (Used in) Investing Activities [B] | (629.83) | (3,795.75) |
| C. Cash flow from Financial Activities | | |
| Realization of deposits/(Repayment of deposits) | 12.00 | - |
| Repayment of Borrowings | (117.33) | (622.48) |
| Interest & Bank Charges | (682.82) | (513.27) |
| Net Cash flow from/(Used in) Financing Activities [C] | (788.15) | (1,136) |
| Net Cash Flows during the year {A+B+C} | 324.97 | 197.06 |
| Cash & Cash Equivalents(Opening Balance) | 258.60 | 61.54 |
| Cash & Cash Equivalents (Closing Balance) | 583.57 | 258.60 |

M. S. [Signature]





MEGASOFT LIMITED

CIN : L72200TN1999PLC042730

My Home Hub, 1st Floor, Block-3,

Madhapur, Hyderabad - 500081,

Telangana, India.

Tel : +91 (40) 4033 0000; Fax : +91 (40) 4013 3555

website : www.megasoft.com

To

Bombay Stock Exchange Limited

Phiroze JeeJee Bhoy Towers

Dalal Street, Fort

Mumbai 400001

Scrip Code: 532408

National Stock Exchange of India Limited

Exchange Plaza

Bandra-Kurla Complex, Bandra(E)

Mumbai 400051

Symbol: MEGASOFT

Dear Sir(s),

Sub: Declaration pursuant to Regulation 33 of SEBI (LODR) Regulations, 2015

With reference to the above cited subject, I, the undersigned, Managing Director and Chief Executive Officer of Megasoft Limited hereby declare that the Auditors have issued an Audit Report with unmodified opinion on the Audited Financial Results of the Company (Standalone & Consolidated) for the financial year ended March 31, 2020.

This is for your information and records.

Thanking You,

For Megasoft Limited



(GV Kumar)

MD & CEO

Date: 30.07.2020

Place: Hyderabad