

**MEGASOFT LIMITED**

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07 November 2015

BSE Limited

Phiroze JeeJee Bhoy Towers

Dalal Street

Fort

Mumbai 400001**National Stock Exchange of India Limited**

Exchange Plaza

Bandra-Kurla Complex

Bandra(E)

Mumbai 400051

Dear Sirs

Sub: Unaudited Financial Results for Q2 & H1 of 2015-16

A Meeting of the Board of Directors of the Company is convened on Saturday the 07th day of November 2015 to consider and take on record the Unaudited Financial Results of the Company for the 2nd quarter (three months period) and half year ended 30 September 2015, in terms of clause 41 of the Listing Agreement, amongst other things.

We request you to take note of the same.

Thanking you

Very truly yours

MEGASOFT LIMITED

A Sathyamoorthy
Company Secretary

PART I - Statement of Consolidated Unaudited results for the quarter and six months ended 30 September 2015							Rs lakhs
Sl No	Particulars	3 months ended	Preceding 3 months ended	Corresponding 3 months ended in the previous year	Year to date figures for current period ended	Year to date figures for the previous year ended	Previous year ended
		30-Sep-2015	30-Jun-2015	30-Sep-2014	30-Sep-2015	30-Sep-2014	31-Mar-2015
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	Net Sales / Income from Operations	1,430	1,415	2,061	2,845	4,140	10,073
2	Expenditure						
a	Cost of materials consumed	147	142	242	289	366	1,415
b	Employee benefits expense	504	477	520	981	1,038	2,723
c	Depreciation and Amortisation expense	199	194	280	393	594	1,355
d	Other Expenses	595	588	716	1,183	1,570	3,441
	Total Expenditure	1,445	1,401	1,758	2,846	3,568	8,934
3	Profit from operations before other income, finance costs and exceptional items (1 - 2)	(15)	14	303	(1)	572	1,139
4	Other Income / (Expense)	25	16	(2)	41	(8)	106
5	Profit from ordinary activities before finance costs and exceptional items (3 + 4)	10	30	301	40	564	1,245
6	Finance cost	202	188	266	390	507	1,203
7	Profit from ordinary activities after finance costs but before exceptional items (5 - 6)	(192)	(158)	35	(350)	57	42
8	Exceptional Items						
	Provision / write-off of debtors	--	--	--	--	--	18
9	Profit from ordinary activities before tax (7 - 8)	(192)	(158)	35	(350)	57	24
10	Taxes	1	(15)	(1)	(14)	(11)	(49)
11	Profit after tax (9 - 10)	(193)	(143)	36	(336)	68	73
12	Paid-up Equity Share Capital (Rs.10 per share)	4,427	4,427	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	(0.44)	(0.32)	0.08	(0.76)	0.15	0.16
	Diluted	(0.44)	(0.31)	0.08	(0.76)	0.15	0.16
PART II - Select information for the quarter ended 30 September 2015							
A	PARTICULARS OF SHARE HOLDING						
1	Public Shareholding						
	Number of Shares	41,063,337	41,063,337	41,063,337	41,063,337	41,063,337	41,063,337
	Percentage of shareholding	92.76%	92.76%	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)	--	--	--	--	--	--
	Percentage of Shares (as a % of the total share capital of the Company)	--	--	--	--	--	--
b	Non - encumbered						
	Number of Shares	3,203,956	3,203,956	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%	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%	7.24%	7.24%
B	INVESTORS COMPLAINTS						
	Pending at the beginning of the Quarter				Three Months ended 30 September 2015		
	Received during the Quarter				0		
	Disposed during the Quarter				7		
	Remaining unresolved at the end of the Quarter				7		
					0		

Statement of Assets and Liabilities		Rs lakhs	
	Particulars	Consolidated	
		30-Sep-2015	31-Mar-2015
		Unaudited	Audited
	Equity and Liabilities		
1	Shareholders' Funds		
a	Share Capital	4,427	4,427
b	Reserves & Surplus	10,314	12,557
		14,741	16,984
2	Non-Current liabilities		
a	Long-term borrowings	--	1
b	Deferred tax liability (net)	--	--
c	Long-term provisions	144	144
		144	145
3	Current liabilities		
a	Short-term borrowings	9,761	9,355
b	Trade payables	2,781	2,748
c	Other current liabilities	2,094	1,913
d	Short-term provisions	85	79
		14,721	14,095
	Total	29,606	31,224
	ASSETS		
1	Non-current Assets		
a	Fixed Assets	7,411	9,096
b	Goodwill on consolidation	10,158	10,158
c	Non-current investments	1,212	1,212
d	Deferred tax assets (Net)	31	6
		18,812	20,472
2	Current Assets		
a	Sundry Debtors	8,729	8,778
b	Cash & Bank balances	300	376
c	Loans & Advances	1,765	1,598
		10,794	10,752
	Total	29,606	31,224



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 7 November 2015 and have undergone a "Limited Review" by the Statutory Auditors of the company. The review report of the Statutory Auditors is being
- 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
- 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 and half year ended 30 September 2015 is lower by Rs 55 lakhs and Rs 108 lakhs, respectively.
- 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 As already informed in May 2015, the Company had completed registration formalities for lands situated at Madhapur and Nanakramaguda, Hyderabad (acquired through amalgamation of VisualSoft Technologies Limited in 2006) allotted by TSIC (previously APIIC). Since the demarcation formalities arising from part surrender of land are under progress and the company is also in the process of finalising the settlement with the builders for existing construction and development / completion of the said properties, the said land and buildings shall be capitalised with due valuation post the same.
- 11 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.megasoft.com and also on the websites of the stock Information of standalone financial results in terms of clause 41(VI)(b) of the Listing Agreement is under:

Particulars	Rs lakhs					
	3 months ended	Preceding 3 months ended	Corresponding 3 months ended in the previous year	Year to date figures for current period ended	Year to date figures for the previous year ended	Previous year ended
	30-Sep-2015	30-Jun-2015	30-Sep-2014	30-Sep-2015	30-Sep-2014	31-Mar-2015
a Turnover	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
b Profit / (Loss) before tax	746	757	1,023	1,503	2,106	5,337
c Profit / (Loss) after tax	15	13	17	28	34	13
	15	28	18	43	45	63

By Order of the Board
for MEGASOFT LIMITED

GV Kumar
Managing Director

Place: Chennai
Date: 7 November 2015

PART I - Statement of Unaudited results for the quarter and six months ended 30 September 2015

Sl No	Particulars	Rs lakhs					
		3 months ended	Preceding 3 months ended	Corresponding 3 months ended in the previous year	Year to date figures for current period ended	Year to date figures for the previous year ended	Previous year ended
		30-Sep-2015 Unaudited	30-Jun-2015 Unaudited	30-Sep-2014 Unaudited	30-Sep-2015 Unaudited	30-Sep-2014 Unaudited	31-Mar-2015 Audited
1	Net Sales / Income from Operations	746	757	1,023	1,503	2,106	5,337
2	Expenditure						
a	Cost of materials consumed	89	142	322	231	361	1,291
b	Employee benefits expense	364	357	385	721	765	1,988
c	Depreciation and Amortisation expense	16	15	57	31	136	304
d	Other Expenses	232	189	172	421	668	1,480
	Total Expenditure	701	703	936	1,404	1,930	5,063
3	Profit from operations before other income, finance costs and exceptional items (1 - 2)	45	54	87	99	176	274
4	Other Income / (Expense)	23	20	(3)	43	(12)	71
5	Profit from ordinary activities before finance costs and exceptional items (3 + 4)	68	74	84	142	164	345
6	Finance cost	53	61	67	114	130	316
7	Profit from ordinary activities after finance costs but before exceptional items (5 - 6)	15	13	17	28	34	29
8	Exceptional Items Provision / write-off of debtors	--	--	--	--	--	16
9	Profit from ordinary activities before tax (7 - 8)	15	13	17	28	34	13
10	Taxes	--	(15)	(1)	(15)	(11)	(50)
11	Profit after tax (9 - 10)	15	28	18	43	45	63
15	Paid-up Equity Share Capital (Rs.10 per share)	4,427	4,427	4,427	4,427	4,427	4,427
16	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year						13,000
17	Earnings per Share before / after extraordinary items (Rs) (not annualised)						
	Basic	0.03	0.06	0.04	0.10	0.10	0.14
	Diluted	0.03	0.06	0.04	0.10	0.10	0.14

PART II - Select information for the quarter ended 30 September 2015

A	PARTICULARS OF SHARE HOLDING						
1	Public Shareholding						
	Number of Shares	41,063,337	41,063,337	41,063,337	41,063,337	41,063,337	41,063,337
	Percentage of shareholding	92.76%	92.76%	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)	--	--	--	--	--	--
	Percentage of Shares (as a % of the total share capital of the Company)	--	--	--	--	--	--
b	Non - encumbered						
	Number of Shares	3,203,956	3,203,956	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%	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%	7.24%	7.24%

B INVESTORS COMPLAINTS

		Three Months ended 30 September 2015
Pending at the beginning of the Quarter		0
Received during the Quarter		7
Disposed during the Quarter		7
Remaining unresolved at the end of the Quarter		0

Statement of Assets and Liabilities		Rs lakhs	
	Particulars	Standalone	
		30-Sep-2015	31-Mar-2015
		Unaudited	Audited
	Equity and Liabilities		
1	Shareholders' Funds		
a	Share Capital	4,427	4,427
b	Reserves & Surplus	12,831	13,000
		17,258	17,427
2	Non-Current liabilities		
a	Long-term borrowings	--	1
b	Deferred tax liability (net)	--	--
c	Long-term provisions	144	144
		144	145
3	Current liabilities		
a	Short-term borrowings		
b	Trade payables	1,694	1,676
c	Other current liabilities	1,736	1,363
d	Short-term provisions	276	263
		85	79
		3,791	3,381
	Total	21,193	20,953
	ASSETS		
1	Non-current Assets		
a	Fixed Assets	4,632	4,715
b	Non-current investments	6,856	6,856
c	Deferred tax assets (Net)	31	6
		11,519	11,577
2	Current Assets		
a	Sundry Debtors	6,322	6,076
b	Cash & Bank balances	130	208
c	Loans & Advances	3,222	3,092
		9,674	9,376
	Total	21,193	20,953



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
- 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
- 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 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 and half year ended 30 September 2015 is lower by Rs 15 lakhs and Rs 30 lakhs, respectively.
- 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 As already informed in May 2015, the Company had completed registration formalities for lands situated at Madhapur and Nanakramaguda, Hyderabad (acquired through amalgamation of VisualSoft Technologies Limited in 2006) allotted by TSIC (previously APIIC). Since the demarcation formalities arising from part surrender of land are under progress and the company is also in the process of finalising the settlement with the builders for existing construction and development / completion of the said properties, the said land and buildings shall be capitalised with due valuation post the same.

By Order of the Board
for MEGASOFT LIMITED

GV Kumar
Managing Director

Place: Chennai
Date: 7 November 2015

Srikanth & Shanthi Associates

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TN Rajendran & Co.

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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 2nd quarter ended and half year ended 30 September 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.

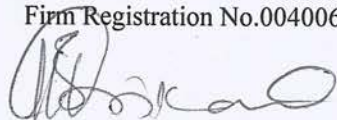
We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, *Engagements to Review Financial Statements* issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial 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



Place: Chennai

Date: 7 November 2015

for **TN Rajendran & Co.**

Chartered Accountants

Firm Registration No.005080S



TN Rajendran

Partner

Membership No.28778