



MEGASOFT LIMITED

85, Kutcheri Road, Mylapore

Chennai - 600 004.

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www.megasoft.com

May 15, 2013

Bombay Stock Exchange Limited
Phiroze Jeejee Bhoy Towers
Dalal Street
Fort
Mumbai 400001

Madras Stock Exchange Limited
Exchange Building
Post Box No.183
No.11, Second Line Beach
Chennai 600001

National Stock Exchange of India Limited
Exchange Plaza
Bandra-Kurla Complex, Bandra(E)
Mumbai 400051

Dear Sirs

Sub: Unaudited Financial Results for Q1 of 2013

Please find enclosed the Unaudited Financial results of the Company and the Group for the financial year ended 31 March 2013, pursuant to Clause 41 of the Listing Agreement. These results were taken on record at the Meeting of the Board of Directors of the Company held today.

In this connection, we enclose the "Limited Review Report" of the joint Statutory Auditors of our Company, M/s Srikanth & Shanthi Associates and M/s TN Rajendran & Co., Chartered Accountants, for your records.

We request you to kindly take the same on record and acknowledge.

Thanking you

Very truly yours

MEGASOFT LIMITED

GP Srinath
Company Secretary



MEGASOFT LIMITED
No.85, Kutchery Road, Mylapore, Chennai 600004

PART I - Statement of Consolidated Unaudited results for the quarter ended 31 March 2013				Rs lakhs	
	Particulars	Quarter ended	Previous Quarter ended	Corresponding quarter ended in the previous year	Previous accounting year ended
		31-Mar-2013	31-Dec-2012	31-Mar-2012	31-Dec-2012
		Unaudited	Audited	Unaudited	Audited
1	Net Sales / Income from Operations	2,680	2,938	3,008	11,540
2	Expenditure				
a	Employee benefits expense	994	1,071	1,325	5,047
b	Depreciation and Amortisation expense	307	306	301	1,233
c	Operating Expenses	921	1,263	997	4,324
	Total Expenditure	2,222	2,640	2,623	10,604
3	Profit from operations before other income, finance costs and exceptional items (1 - 2)	458	298	385	936
4	Other income / (Expense)	(27)	119	114	306
5	Profit from ordinary activities before finance costs and exceptional items (3 + 4)	431	417	499	1,242
6	Finance cost	349	323	216	1,058
7	Profit from ordinary activities after finance costs but before exceptional items (5 - 6)	82	94	283	184
8	Exceptional Items Provision / write-off of debtors	--	20	--	20
9	Profit from ordinary activities before tax (7 + 8)	82	74	283	164
10	Taxes	2	45	2	47
11	Profit after tax (10-11)	80	29	281	117
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				16,958
14	Earnings per Share before / after extraordinary items (Rs) (not annualised)				
	Basic	0.18	0.07	0.64	0.26
	Diluted	0.18	0.06	0.62	0.25
PART II - Select information for the quarter ended 31 March 2013					
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	941,870	941,870	941,870	941,870
	Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	29.40%	29.40%	29.40%	29.40%
	Percentage of Shares (as a % of the total share capital of the Company)	2.13%	2.13%	2.13%	2.13%
b	Non - encumbered				
	Number of Shares	2,262,086	2,262,086	2,262,086	2,262,086
	Percentage of Shares (as a % of the total shareholding of the Promoter and Promoter group)	70.60%	70.60%	70.60%	70.60%
	Percentage of Shares (as a % of the total share capital of the Company)	5.11%	5.11%	5.11%	5.11%
B	INVESTORS COMPLAINTS	Three Months ended 31 March 2013			
	Pending at the beginning of the Quarter	0			
	Received during the Quarter	3			
	Disposed during the Quarter	3			
	Remaining unresolved at the end of the Quarter	0			



MEGASOFT LIMITED
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PART I - Statement of Standalone Unaudited results for the quarter ended 31 March 2013				Rs lakhs	
	Particulars	Quarter ended	Previous Quarter ended	Corresponding quarter ended in the previous year	Previous accounting year ended
		31-Mar-2013	31-Dec-2012	31-Mar-2012	31-Dec-2012
		Unaudited	Audited	Unaudited	Audited
1	Net Sales / Income from Operations	1,144	1,135	1,242	4,616
2	Expenditure				
a	Personnel costs	635	737	784	2,902
b	Depreciation and Amortisation	82	82	84	340
c	Operating Expenses	181	366	231	1,169
	Total Expenditure	898	1,185	1,099	4,411
3	Profit / (Loss) from operations before other income, finance costs and exceptional items (1 - 2)	246	(50)	143	205
4	Other Income / (Expenses)	(27)	108	110	310
5	Profit from ordinary activities before finance costs and exceptional items (3 + 4)	219	58	253	515
6	Finance cost	190	165	47	335
7	Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5 - 6)	29	(107)	206	180
8	Exceptional Items				
	Provision / write-off of debtors	--	20	--	20
9	Profit / (Loss) from ordinary activities before tax (7 - 8)	29	(127)	206	160
10	Taxes	2	40	2	42
11	Profit / (Loss) after tax (9 - 10)	27	(167)	204	118
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				12,649
14	Earnings per Share before / after extraordinary items (Rs) (not annualised)				
	Basic	0.06	(0.38)	0.46	0.27
	Diluted	0.06	(0.36)	0.45	0.26
PART II - Select information for the quarter ended 31 March 2013					
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	941,870	941,870	941,870	941,870
	Percentage of Shares (as a % of the total shareholding of promoter and promoter group)	29.40%	29.40%	29.40%	29.40%
	Percentage of Shares (as a % of the total share capital of the Company)	2.13%	2.13%	2.13%	2.13%
b	Non - encumbered				
	Number of Shares	2,262,086	2,262,086	2,262,086	2,262,086
	Percentage of Shares (as a % of the total shareholding of the Promoter and Promoter group)	70.60%	70.60%	70.60%	70.60%
	Percentage of Shares (as a % of the total share capital of the Company)	5.11%	5.11%	5.11%	5.11%
B INVESTORS COMPLAINTS					
		Three Months ended 31 March 2013			
	Pending at the beginning of the Quarter	0			
	Received during the Quarter	3			
	Disposed during the Quarter	3			
	Remaining unresolved at the end of the Quarter	0			



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Notes :

- 1 These results were taken on record by the Board of Directors at their Meeting held on 15 May 2013 after a review by the Audit Committee of the Company.
- 2 The standalone financial results of Megasoft Limited have been submitted to the stock exchanges and are available for perusal on the company's website at www.megasoft.com and in stock exchange's website of both BSE and NSE viz., www.bseindia.com and www.nseindia.com
- 3 Previous period figures have been regrouped, reclassified / rearranged wherever necessary to conform to current period's presentation.
- 4 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 material inter-company accounts are eliminated on consolidation.
- 5 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.
- 6 Other income / (expenses) include Net Exchange gain / (loss) during the period / year.
- 7 Taxes include current tax and deferred tax.
- 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 The following are the particulars of the company (on standalone basis):

		Rs lakhs			
	Particulars	Quarter ended	Previous Quarter ended	Corresponding quarter ended in the previous year	Previous accounting year ended
		31-Mar-2013	31-Dec-2012	31-Mar-2012	31-Dec-2012
		Unaudited	Audited	Unaudited	Audited
a	Turnover	1,144	1,135	1,242	4,616
b	Profit / (Loss) before tax	29	(127)	206	160
c	Profit / (Loss) after tax	27	(167)	204	118

By Order of the Board
for MEGASOFT LIMITED

GV Kumar
Managing Director

Place: Chennai
Date: 15 May 2013

Srikanth & Shanthi Associates

9, Madanagopal St.
Abhiramapuram
Chennai 600 018
Tele/Fax: 91.44.24662419 / 42108419
email: sands_sr@yahoo.co.in

TN Rajendran & Co.

New No.2, Old No.25, 1st Floor
Chengalvarayan Street, Shenoy Nagar
Chennai 600 030
Tel: 91.44.26640640 / 42654570
email: tn500@gmail.com

Chartered Accountants

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

Dear Sirs

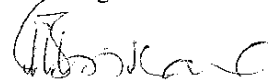
Sub: Review Report

We have reviewed the accompanying statement of unaudited financial results of **Megasoft Limited**, for the 1st quarter ended 31st March 2013 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.

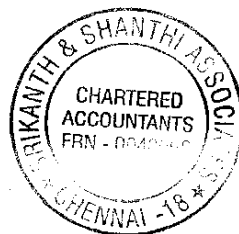
We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, *Engagements to Review Financial Statements* issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial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

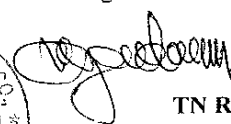
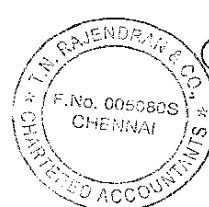


MC Srikanth
Partner
Membership No.18588



Place: Chennai
Date: 15 May 2013

for **TN Rajendran & Co.**
Chartered Accountants
Firm Registration No.005080S



TN Rajendran
Partner
Membership No.28778