



MEGASOFT LIMITED

CIN : L72200TN1999PLC042730

Block "A" Wing 1, Level 5 & 6, Cyber Gateway

Madhapur, Hyderabad - 500081

Telangana, India.

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

website : www.megasoft.com

Date: 11.02.2017

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

Scrip Code: 532408

Symbol: MEGASOFT

Dear Sirs,

Sub: Outcome of the Board Meeting held on 11th February, 2017

In pursuance of Regulation 33 of SEBI Listing Regulations 2015, this is to notify that at the meeting of the Board of Directors of the Company held today i.e. Saturday, the 11th day of February, 2017 at the Corporate Office of the Company, the Unaudited Financial Results of the Company (Standalone & Consolidated) for the quarter and Nine Months ended December 31, 2016 have been approved by the Board.

In this regard the following documents are enclosed:

1. Unaudited Financial Results (Standalone & Consolidated)
2. Auditors' Limited Review Report

The aforesaid meeting commenced at 11.00 a.m. and concluded at 04.45 p.m.

An extract of the said financial results is being released in the newspapers in compliance with the SEBI Listing Regulations.

For **MEGASOFT LIMITED**

Rakhee Jain

Company Secretary & Compliance Officer



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 and Nine months ended on 31 December 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 31 December 2016 (Unaudited)	Quarter ended 30 September 2016 (Unaudited)	Quarter ended 31 December 2015 (Unaudited)	Nine Months period ended 31 December 2016 (Unaudited)	Nine Months period ended 31 December 2015 (Unaudited)	Year ended 31 March 2016 (Audited)
1	Income from operations						
	(a) Net Sales / Income From Operations (net of Excise Duty)	2,027	1457	1,419	4,934	4264	6568
	(b) Other Operating Income	-	-	-	-	-	-
	Total Income from operations (net)	2,027	1,457	1,419	4,934	4,264	6,568
2	Expenses						
	a) Cost of materials consumed	714	84	139	861	428	406
	b) Purchase of stock-in-trade	-	-	-	-	-	-
	c) Changes in inventories of finished goods, work-in-progress and stock in trade	-	-	-	-	-	-
	d) Employee benefits expenses	512	499	514	1483	1495	2011
	e) Depreciation and amortisation expenses	168	168	202	500	595	670
	f) Other expenses	605	583	633	1731	1814	2597
	Total Expenditure	1,999	1,334	1,488	4,575	4,332	5,684
3	Profit / (Loss) from operations before other income, interest and exceptional item (1-2)	28	123	(69)	359	(68)	884
4	Other Income / (Loss)	(3)	735	19	739	60	82
5	Profit / (Loss) from ordinary activities before finance cost and exceptional items (3 + 4)	24	858	(50)	1,098	(8.00)	966
6	Finance costs	141	109	206	434	596	787
7	Profit / (Loss) from ordinary activities after finance cost but before exceptional items (5 + 6)	(117)	749	(256)	664	(604)	179
8	Exceptional Items	-	-	-	-	-	-
9	Profit / (Loss) from ordinary activities before tax (7 + 8)	(117)	749	(256)	664	(604)	179
10	Tax expense	0	0	(15)	11	(29)	48
11	Net Profit / (Loss) from ordinary activities after tax (9 + 10)	(117)	749	(241)	653	(575)	131
12	Extraordinary items (net of tax exp. Rs. _____ Lakhs)	-	-	-	-	-	-
13	Net Profit / (Loss) for the period (11+12)	(117)	749	(241)	653	(575)	131
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)	(117)	749	(241)	653	(575)	131
17	Paid-Up Equity Share Capital of Rs. 10 Each	44,26,72,930	44,26,72,930	44,26,72,930	44,26,72,930	44,26,72,930	44,26,72,930
18	Reserve Excluding Revaluation Reserves as per Balance sheet of Previous accounting year						8,359
19.i	Earnings per share (before extraordinary items) (of '10/- each) (not annualised):						
	(a) Basic	(0.26)	1.69	(0.54)	1.48	(1.30)	0.30
	(b) Diluted	(0.26)	1.69	(0.54)	1.48	(1.30)	0.30
19.ii	Earnings per share (after extraordinary items) (of '10/- each) (not annualised):						
	(a) Basic	(0.26)	1.69	(0.54)	1.48	(1.30)	0.30
	(b) Diluted	(0.26)	1.69	(0.54)	1.48	(1.30)	0.30

Notes:

1. The above financial results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 11th February, 2017, and are published in accordance with the SEBI (LODR) Regulations, 2015

2. 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.

3. 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

4. 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
11.02.2017



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 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 and Nine months ended 31 December 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.

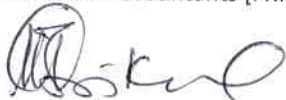
We reviewed in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the review to obtain reasonable assurance about whether the consolidated quarterly financial results are free of material misstatement(s). A review is limited primarily 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 and Nine months ended 31 December 2016.

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



MC Srikanth [M. No. 018588]
Partner

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



T N Rajendran [M. No. 028778]
Partner

Place: Hyderabad
Date: 11 Feb 2017

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

Standalone Unaudited Financial Results for the Quarter and Nine months ended on 31 December 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 31 December 2016 (Unaudited)	Quarter ended 30 September 2016 (Unaudited)	Quarter ended 31 December 2015 (Unaudited)	Nine Months period ended 31 December 2016 (Unaudited)	Nine Months period ended 31 December 2015 (Unaudited)	Year ended 31 March 2016 (Audited)
1	Income from operations						
	(a) Net Sales / Income From Operations (net of Excise Duty)	1,266	814	666	2,731	2,169	3,004
	(b) Other Operating Income	-	-	-	-	-	-
	Total Income from operations (net)	1,266	814	666	2,731	2,169	3,004
2	Expenses						
	a) Cost of materials consumed	692	84	28	776	259	348
	b) Purchase of stock-in-trade	-	-	-	-	-	-
	c) Changes in Inventories of finished goods, work-in-progress and stock in trade	-	-	-	-	-	-
	d) Employee benefits expenses	402	374	368	1133	1089	1463
	e) Depreciation and amortisation expenses	17	16	17	45	48	64
	f) Other expenses	307	299	229	809	651	884
	Total Expenditure	1,418	773	642	2,763	2,047	2,759
3	Profit / (Loss) from operations before other income, interest and exceptional item (1-2)	(152)	41	24	(32)	122	245
4	Other Income / (Loss)	(3)	735	18	738	61	85
5	Profit / (Loss) from ordinary activities before finance cost and exceptional items (3 + 4)	(155)	776	42	706	183	330
6	Finance costs	54	21	57	126	171	240
7	Profit / (Loss) from ordinary activities after finance cost but before exceptional items (5 ± 6)	(209)	755	(15)	580	12	90
8	Exceptional Items	-	-	-	-	-	-
9	Profit / (Loss) from ordinary activities before tax (7 + 8)	(209)	755	(15)	580	12	90
10	Tax expense	-	-	(14)	11	(29)	48
11	Net Profit / (Loss) from ordinary activities after tax (9 + 10)	(209)	755	(1)	569	41	42
12	Extraordinary items (net of tax exp. Rs. Lakhs)	0	0	0	-	0	0
13	Net Profit / (Loss) for the period (11+12)	(209)	755	(1)	569	41	42
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)	(209)	755	(1)	569	41	42
17	Paid-Up Equity Share Capital of Rs. 10 Each	44,26,72,930	44,26,72,930	44,26,72,930	44,26,72,930	44,26,72,930	44,26,72,930
18	Reserve Excluding Revaluation Reserves as per Balance sheet of Previous accounting year						10,090
19.i	Earnings per share (before extraordinary items) (of ₹10/- each) (not annualised):						
	(a) Basic	(0.47)	1.71	(0.00)	1.28	0.09	0.10
	(b) Diluted	(0.47)	1.71	(0.00)	1.28	0.09	0.10
19.ii	Earnings per share (after extraordinary items) (of ₹10/- each) (not annualised):						
	(a) Basic	(0.47)	1.71	(0.00)	1.28	0.09	0.10
	(b) Diluted	(0.47)	1.71	(0.00)	1.28	0.09	0.10

Notes:

- The above financial results have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 11 February, 2017, 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
11.02.2017



For Megasoft Limited

G V Kumar

CEO & Managing Director

Srikanth & Shanthi Associates

New No.17, Old No.9, 1st floor

Desika Road Chennai 600004

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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 Standalone Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

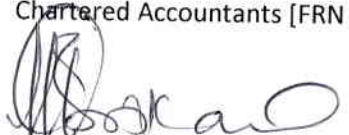
Board of Directors of Megasoft Limited

We have reviewed the accompanying statement of unaudited financial results of **Megasoft Limited** for the quarter and Nine months period ended 31 December 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

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


T N Rajendran [M. No. 028778]
Partner

Place: Hyderabad
Date: 11 Feb 2017



Megasoft Limited

www.megasoft.com

Registered Office: #85, Kutchery Road, Mylapore, Chennai, India - 600 004
Corporate Office: Block 'A' Wing 1, Level 5 & 6, Cyber Gateway, Madhapur, Hyderabad - 500081. TS, India
CIN: L72200TN1999PLC042730, Phone: +91-44-24616768 Fax: +91-44-24617810, Email: investors@megasoft.com

EXTRACT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER & NINE MONTHS ENDED 31 DECEMBER 2016

Rs in Lakhs

Standalone		Particulars		Consolidated	
Quarter ended 31.12.2016	Year to date ended 31.12.2016	Quarter ended 31.12.2015		Quarter ended 31.12.2016	Quarter ended 31.12.2015
1266	2731	666	Total income from operations (net)	2027	1419
(209)	569	(1)	Net Profit / (Loss) from ordinary activities after tax	(117)	(241)
4427	4427	4427	Equity Share Capital	4427	4427
			EPS (before extraordinary items) (of Rs.10/- each)		
(0.47)	1.28	0.00	Basic	1.48	(0.54)
(0.47)	1.28	0.00	Diluted	1.48	(0.54)
			Earnings Per Share (after extraordinary items) (of Rs 10/- each)		
(0.47)	1.28	0.00	Basic	1.48	(0.54)
(0.47)	1.28	0.00	Diluted	1.48	(0.54)

Date: 11.02.2017
Place: Hyderabad



For MEGASOFT LIMITED

G.V. Kumar

GV Kumar
Managing Director

Note: The above is an extract of the detailed format of Quarterly Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015. The full format of the Consolidated and Standalone Financial Results are available on the Stock Exchange websites i.e. www.bseindia.com, www.nseindia.com and website of the Company i.e. <http://megasoft.com/investor-services.html>.