MEGASOFT LIMITED
85, Kutchery Road, Mylapore
Chennai - 600 004.
Tel: +91 (44) 2461 6768
Fax: +91 (44) 2461 7810
www.megasoft.com

12 January 2011

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

Dear Sirs

Sub: Declaration under Regulation 8A(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997

This is further to our letter dated 6 January 2011. As advised by you we attach the revised declaration under Regulation 8A(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, for pledge / release of pledge of company's equity shares, of a promoter.

We request you to take note of the same.

Thanking you

Very truly yours
MEGASOFT LIMITED

GP Srinath
Company Secretary

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

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

ANNEXURE - B

REPORTING FORMAT U/R 8A(4) TO BE FILED BY THE COMPANY TO STOCK EXCHANGE

(Format for filing the details of the shares pledged by the promoter or every person forming part otf the promoter group by the company to the stock exchange(s) in terms of Regulations 8A(4) of SEBI (Substantial Acquisition of Shares and takeovers) Regulations, 1997

This report is required to be filed by the company every time when the aggregate quantity of shares pledged by the promoter / every person forming part of promoter group exceeds the limits specified in Regulation 8A(4) during a quarter

Date of Reporting	31 December 2010
Name of the company	Megasoft Limited
Total no. of Outstanding Shares of the Company	44,267,293 equity shares of Rs 10 each

Name of the entity	A Details of transaction(s)		B Aggregate details after the transaction(s)			
			Total no. of Shares held by the entity in the company	Information on pledge		
	Date of transaction	Number of shares pledged		Total no of shares pledged	% of total shares pledged to total no. of shares held by the entity in the company	% of shares pledged to total no. of outstanding shares of the company
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(IV)	(VII)
IN300378-10035219						
S Ravindra Babu *	29/12/2010	-528,130	716,898	-	0.00%	0.00%
S Ravindra Babu #	24/12/2010	-180,000	536,898		0.00%	0.00%
S Ravindra Babu #	30/12/2010	-520,000	16,898		0.00%	0.00%
IN300378-10035219						
S Ravindra Babu			1,971,870	1,471,870	74.64%	3.32%
IN300378-10171289 [S RAVINDRA BABU - HUF]						
S Ravindra Babu			512,126		0.00%	0.00%
S Ravindra Babu	29/12/2010	500,000	512,126	500,000	97.63%	1.13%
S Ravindra Babu #	24/12/2010	180,000	692,126			
S Ravindra Babu #	30/12/2010	520,000	1,212,126	500,000	41.25%	1.13%

Note

Gift from his individual demat a/c to his HUF a/c

* pledge release in his individual demat a/c