

CIN : L72200TN1999PLC042730 Regd. office : 85, Kutchery Road, Mylapore Chennai - 600 004. India. Tel : +91 (44) 2461 6768; Fax : +91 (44) 2461 7810 website : www.megasoft.com

MEGASOFT LIMITED

Date: 13.08.2019

То

BSE 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 August 13, 2019.

We refer to our letter dated August 06, 2019 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 Unaudited Financial Results of the Company for the quarter ended on June 30, 2019 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 Unaudited Financial Results for the quarter ended 30.06 2019.
- b. Auditors' Limited Review Report on above standalone unaudited financial results.
- c. Consolidated Unaudited Financial Results for the quarter ended 30.06 2019
- d. Auditors' Limited Review Report on above consolidated unaudited financial results.

Pursuant to Regulation 47 of the SEBI (LODR) Regulations, 2015 and above mentioned SEBI circular, we would be publishing an extract of the 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 <u>http://megasoft.com/investor-services.html</u> and also on the websites of the stock exchanges i.e. <u>www.bseindia.com</u> and <u>www.nseindia.com</u>.

We further wish to inform that the Meeting of the Board of Directors of the company commenced at 04:00 p.m. and concluded at 5.50 p.m.

Kindly take the information on record.

GAS For Megasoft Limited 4 **CS Srivalli Susarla Company Secretary and Compliance Officer**



Megasoft Limited

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

Corporate Office : Block 'A' Wing 1, Level 5 & 6, Cyber Gateway, Madhapur, Hyderabad - 500081. Telangana, India.

Unaudited Financial Results For Quarter and Three Months Ended On June 30, 2019

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

Part I

				Standa	lone		(RS) III EUKI
			Quarter Ended		Year	Year ended	
	Particulars	30/06/2019 (Unaudited)	31/03/2019 (Audited)	30/06/2018 (Unaudited)	30/06/2019 (Unaudited)	30/06/2018 (Unaudited)	31/03/2019 (Audited)
1	Revenue from Operations	442.77	1,514.50	358.69	442.77	358.69	2,363.77
11	Other Income	103.36	791.45	165.94	103.36	165.94	1,013.92
111	Total Revenue (I + II)	546.13	2,305.95	524.63	546.13	524.63	3,377.69
IV	Expenses:						
а	Cost of materials consumed	34.59	207.55	8.82	34.59	8.82	234.60
b	Purchases of Stock-in-Trade	-	-	-	-	-	-
с	Changes in inventories of finished goods, Stock-in-Trade and work-in- progress	-	-		-	~	_
d	Employee benefits expense	206.64	266.61	329.83	206.64	329.83	1,153.31
е	Finance costs	83.58	127.06	80.48	83.58	80.48	373.25
f	Depreciation and amortisation expense	85.67	63.31	11.28	85.67	11.28	98.37
g		111.83	884.07	152.74	111.83	152.74	1,440.51
0	Total Expenses (IV)	522.31	1,548.60	583.15	522.31	583.15	3,300.04
V VI	Profit/ (Loss) before exceptional items and tax (III - IV) Exceptional items	23.82	757.36	(58.52)	23.82	(58.52)	77.66
VII	Profit/ (Loss) after exceptional items and before tax (V - VI)	23.82	757.36	(58.52)	23.82	(58.52)	77.66
VIII	Tax expense:						
а	Current tax		2.26	-		-	2.26
b	Deferred tax		34.24	-		-	34.24
IX	Total tax expenses		36.50	-		-	36.50
	Net movement in regulatory deferral account balances related to profit or loss and the related deferred tax movement	-	_	-	-	-	_
	Profit (Loss) for the period from continuing operations (VII-IX+X)	23.82	720.85	(58.52)	23.82	(58.52)	41.15
XII	Profit/(loss) from discontinued operations	-	-	_		-	-
XIII	Tax expense of discontinued operations		-	-	-	-	-
XIV	Profit/(loss) from Discontinued operations (after tax) (XII-XIII)	-	-	-	4 GASO	-	-



(Rs) In Lakhs

	<u>г</u>					T	
	Share of profit (loss) of associates						
	and joint ventures accounted for						
VV/	using equity method						
// v	Profit (Loss) for the period (XI +						
XVI	XIV+XV)	23.82	720.85	(58.52)	23.82	(58.52)	41.15
	Other Comprehensive Income	0				· · · · · · · · · · · · · · · · · · ·	
	A 1. Items that will not be						
	reclassified to profit or loss:	-	2,786.20	-		_	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 Total Comprehensive income for						
./111	the year (XVI+XVII)	23.82	1,285.68	(59 53)	22.02	(50 53)	COF 00
VIII		23.82	1,285.08	(58.52)	23.82	(58.52)	605.98
viv	Total profit or loss attributable to						
	Total profit or loss, attributable to Profit/loss attributable to owners						
	of parent			_			100
	Total profit/loss attributable to						
	non-controlling interests	-	-	-	-	_	_
	Total Comprehensive income for						
XX	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						
KXI	Details of equity share capital					-	
a	Paid-up equity share capital	4,427.00	4,427.00	4,427.00	4,427.00	4,427.00	4,427.00
	(face value of the share shall be						.,
b	indicated)	10.00	10.00	10.00	10.00	10.00	10.00
XII	Details of debt securities						
xIII	Reserves excluding revaluation	7,590.67	7,566.86	9,676.09	7,590.67	9,676.09	7,566.86
	reserve	7,550.07	7,500.80	3,070.03	7,590.07	9,070.09	7,500.80
XIV XV	Debenture redemption reserve Earnings per share:	-	-		-	-	
AV							
a	Earnings per equity share for continuing operations						
a	Basic earnings (loss) per share						
	from continuing operations	0.05	1.63	(0.13)	0.05	(0.13)	0.09
				(0.20)		(0120)	0.05
	Diluted earnings (loss) per share						
	from continuing operations	0.05	1.63	(0.13)	0.05	(0.13)	0.09
	Earnings per equity share for						
	discontinued operations						
	Basic earnings (loss) per share						
1	rom discontinued operations	-	-	-	-	-	-
- 1	Diluted earnings (loss) per share						
	rom discontinued operations		-		GAS	-	
c	Earnings per equity share		l		5	121	
							//
					* MEGASO	······································	12
					LIMIT	10 Mal	

	Basic earnings (loss) per share						
	from continuing and discontinued	0.05	1.63	(0.13)	0.05	(0.13)	0.09
	operations Diluted earnings (loss) per share	0.05	1.05	(0.13)	0.05	(0.13)	0.09
	from continuing and discontinued operations	0.05	1.63	(0.13)	0.05	(0.13)	0.09
	Disclosure of notes on financial						
XXVI	results	-	-	-	-	-	-
					(AC)	For Meg	asoft Limited
					S ASO	J. J.r.	63
							GV KUMAR
					MEGASOFT	CEO & Man	aging Director
Date :	13.08.2019				INALTED		
Place:	Chennai						

N.C. RAJAGOPAL & CO., CHARTERED ACCOUNTANTS

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.

Partners:

Ref:

N.C. SUNDARARAJAN, F.C.A.

CA

22, V. KRISHNASWAMY AVENUE, LUZ CHURCH ROAD, MYLAPORE, CHENNAI - 600 004.

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.

Date:

<u>Auditor's Report On Quarterly Standalone Financial Results and Year to Date Results of the</u> <u>Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure</u> <u>Requirements) Regulations, 2015</u>

Review report to The Board of Directors of Megasoft Limited

We have reviewed the accompanying statement of unaudited financial results of Megasoft Limited ('The Company') for the period ended 30th June 2019. 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 of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For N.C.Rajagopal& Co., Chartered Accountants Firm Reg: 003398S

Ariun S (Partner) CACC M.No. 230448

M.NO. 230440 UDIN : 19230448AAAAAZ9709

Place: Chennai Date: 13-08-2019

AS G. r. C

Phone : +91 44 2499 1569 / 2499 3056, 2499 1095 2498 7746 / 2498 6170 E-mail : ncrva@vsnl.com, ncrajagopal@gmail.com Facsimile : +91 44 2499 1485, 2498 8682

Branches at : Chennai - 6, Salem & Erode



Megasoft Limited

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

Corporate Office : Block 'A' Wing 1, Level 5 & 6, Cyber Gateway, Madhapur, Hyderabad - 500081. Telangana, India.

Unaudited Financial Results For Quarter and Three Months Ended On June 30,2019

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

II Othe IV Expendent a Cost b Purch c goods d Employ e Finan f Deprodent g Othen VI Excent VII Excent VII Tax e a Curre b Defen IX Total Net n deferr profit Tax e XI Profit XII operat YII Tax e XIII operat XIII operat XIV Share and joi XIV+XIV	Particulars	30/06/2019 (Unaudited) 1,256.49 103.36	Quarter Ended 31/03/2019 (Audited)	30/06/2018	Year to 30/06/2019		Year ended
II Othe IV Expendent a Cost b Purch c goods d Employ e Finan f Deprodent g Othen VI Excent VII Excent VII Tax e a Curre b Defen IX Total Net n deferr profit Tax e XI Profit XII operat YII Tax e XIII operat XIII operat XIV Share and joi XIV+XIV	venue from Operations ier Income al Revenue (I + II) enses:	(Unaudited) 1,256.49 103.36	(Audited)	and the second	30/06/2019	and a substantian of	
II Othe IV Expendent a Cost b Purch c goods d Employ e Finan f Deprodent g Othen VI Excent VII Excent VII Tax e a Curre b Defen IX Total Net n deferr profit Tax e XI Profit XII operat YII Tax e XIII operat XIII operat XIV Share and joi XIV+XIV	er Income al Revenue (I + II) enses:	103.36		(Unaudited)	(Unaudited)	30/06/2018 (Unaudited)	31/03/2019 (Audited)
III Total IV Expendent a Cost b Purch c goods d Emple e Finar f Deprod g Othen g Othen v items VI Excent VII Frofit items Orfit VII Tax e a Curre b Defender IX Total VIII Tax e a Curre b Defender IX Total VIII Tax e a Curre b Defender IX Total VIII Tax e XII operat XIII operat XIII operat Share and joi XV using e XV Share	al Revenue (I + II) enses:		1,881.43	1,409.00	1,256.49	1,409.00	6,187.3
IV Exper a Cost b Purch c goods d Emple e Finar f Depre g Other g Other v items VI Exce VII Profit items VII Tax e a Curre b Defe IX Total v items VIII Tax e a Curre b Defe IX Total X total X total Net r deferr profit X deferr profit X deferr profit X deferr profit X deferr profit X deferr profit X total Profit X total Profit X X total Profit X X total Profit X X total Profit X X total Profit X X total Profit X X total Profit X X total Profit X X total Profit X X x total	enses:		643.17	165.94	103.36	165.94	863.9
a Cost b Purch Cast Chan c goods d Empl e Finar f Depri g Other g Other Total VI Total VI Exce VII Exce VII Exce VII Exce a Curre b Defe IX Total X Total X Total Net m deferr profit X deferr profit X deferr profit X deferr profit X operat Profit, XII operat Profit, XII operat Profit, XII operat Share and joi XV using e		1,359.85	2,524.60	1,574.94	1,359.85	1,574.94	7,051.3
b Purch Chan c goods d Empl e Finar f Depre g Other g Other Total VI Exce VII Exce VII Exce VII Exce vii tems VII Exce a Curre b Defe IX Total items VIII Tax e a Curre b Defe IX Total X total Net m deferr profit X deferr profit X deferr profit X deferr profit X deferr profit X operat Profit, XII operat Frofit, XII operat Share and joi XV using e	t of materials consumed		-	-		-	
Chan c goods d Emplay e Final f Depra g Othen g Othen g Othen g Othen g Othen g Othen VI Total VI Excee VII Tax e a Curre b Defen IX Total Net nr deferr profit Contin Profit Tax e XI Operat XII operat XIII operat Share and joi XV using e XIV+XIV YIV+XX		297.83	808.29	445.50	297.83	445.50	2,179.2
c goods d Empl e Finar f Depr g Other g Other v Total v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v items v v items v v items v v items v v v items v v v v v v v v v v	chases of Stock-in-Trade		-	-	-	-	(=)
e Finar f Depro g Other g Other rotal Vi Total Vi Excer VII Excer VII Excer VII Excer vii Emss VII Tax e b Defer IX Total Net rr deferr profit X deferr profit X deferr Net rr deferr profit X deferr profit X deferr Profit XI operat Profit, XII operat Profit, XII operat Share and joi XV using e	nges in inventories of finished ds, Stock-in-Trade and work-in-		-	-	-	-	-
f Depro g Other Total Vi Total Vi Excer VII Excer a Curre b Defer IX Total Net n deferr profit X deferr XI Profit Contin Profit XII operat Frofit XII operat Frofit XII operat Profit XII operat Frofit XII operat Profit XII operat	ployee benefits expense	319.86	342.67	497.40	319.86	497.40	1,677.9
g Othei g Othei Total Vi Total Vi Exce Vii Exce Vii Exce Vii Exce Vii Total Tax e a Curre b Defe iX Total Net rr deferr profit X deferr profit X deferr Vii Operat Profit, XII operat Profit, XIV operat Share and joi XV using e Profit XIV+XV	ance costs	149.04	188.64	140.49	149.04	140.49	614.8
g Othei g Othei Total Vi Total Vi Exce Vii Exce Vii Exce Vii Exce Vii Total Tax e a Curre b Defe iX Total Net rr deferr profit X deferr profit X deferr Vii Operat Profit, XII operat Profit, XIV operat Share and joi XV using e Profit XIV+XV							
VII Excee VII Excee VII Excee VII Tax e a Curre b Defee IX Total Net rr deferr profit X deferr XI Profit X deferr XI Profit XI operat Profit, XII operat Profit, XIV operat Share and joi XV using e Profit	preciation and amortisation exp	135.61	92.04	92.27	135.61	92.27	375.7
VI Exce VI Exce VI Exce VII items VII Tax e a Curre b Defe IX Total Net rr deferr profit X deferr XI Profit Contin Profit, XII operat Profit, XII operat Profit, XIV operat Share and joi XV using e	er expenses	355.81	1,051.76	346.75	355.81	346.75	2,133.0
V items VI Excelling VII Profititiens VIII Tax elling a Current b Defenitiens IX Total IX Total XI Profititiens XII Profititiens XII Operation XIII operation XIIII operation XIIII operation XIIII operation XIIII operation XIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	al Expenses (IV)	1,258.15	2,483.39	1,522.41	1,258.15	1,522.41	6,980.
VIII Profit items VIII Tax e a Curre b Defei IX Total Net n deferr profit X deferr XI Profit XII operat XII operat Profit, XIV operat Share and jo XV using e Profit	fit/ (Loss) before exceptional Is and tax (III - IV)	101.70	41.21	52.53	101.70	52.53	70.
VIII items VIII Tax e a Curre b Defee IX Total Net m deferr profit X deferr profit XI Profit Contin Profit, VII operat Profit, VIV operat Share and joi XV using e Profit XIV+XV	ceptional items		-	-	-	-	
items vIII Tax e a Curre b Defen IX Total Net m deferr profit X XI Profit XII operat XIII operat XIII operat Share and joi XV using e VIII XIV+XI	fit/ (Loss) after exceptional						
a Curre b Defei IX Total Net n deferr profit X deferr XI Profit XII operat Tax e XIII operat Profit, XIV operat Share and joi XV using e Profit	is and before tax (V - VI)	101.70	41.21	52.53	101.70	52.53	70.
b Defei IX Total Net m deferr profit X deferr XI Profit Contin Profit, XII operat Tax e XIII operat Profit, (IV operat Share and joi XV using e Profit XIV+XV	expense:						
IX Total Net m deferr profit X Z Profit XI Profit XII operation Tax e Profit XIII operation Share and join XV using e Profit Yusing e	rent tax		2.86	•		-	2.
XII operation of the second se	erred tax		34.24	-		-	34.
XII operation of the second se	al tax expenses		37.10	-		-	37.3
XII contin Profit, XII operat Tax e XIII operat Profit, XIV operat Share and joi XV using e Profit XIV+XI	movement in regulatory rral account balances related to it or loss and the related rred tax movement		-	-		-	
XII operat Tax e XIII operat Profit, XIV operat Share and joi XV using e Profit (VI XIV+X)	fit (Loss) for the period from						
XII operat Tax e XIII operat Profit, XIV operat Share and joi XV using e Profit (VI XIV+X)	inuing operations (VII-IX+X)	101.70	4.11	52.53	101.70	52.53	33.4
XIII operat Profit, XIV operat Share and jo XV using e Profit XIV+XI	it/(loss) from discontinued						
XIII operat Profit, KIV operat Share and joi XV using e Profit (VI XIV+XI			-				
Vrofit, Share and joi XV using e Profit XVX	expense of discontinued		1				
KIV operat Share and joi XV using e Profit (VI XIV+X)	the second s		-1				
Share and joi XV using e Profit XIV+X	it/(loss) from Discontinued ations (after tax) (XII-XIII)						
And joint XV using e Profit XVI XIV+XV	ations (after tax) (XII-XIII)			-			
Profit	e of profit (loss) of associates oint ventures accounted for gequity method						
	fit (Loss) for the period (XI +						
	1990 - 1990 - 1990 - 1990 - 1990 - 1990 - 1990 - 1990 - 1990 - 1990 - 1990 - 1990 - 1990 - 1990 - 1990 - 1990 -	101.70	4.11	52.53	101.70	52.53	33.4
Vii Other	er Comprehensive Income	101.70			101.70		33.4
	Items that will not be ssified to profit or loss:		-				
	emeasurements of post		12.47				12.4
ii) Char	anges n Rcvaluation Surplus						
			2,773.73	1	ASO		2,773.7
2. Inco			,		ASON		

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	B. 1. Items that will be reclassified						
	to profit or loss:						
2	i) fair value Changes in Equity		10 004 001		1		10 004 0
	instruments through OCI		(2,221.38)				(2,221.3
	2. Income tax relating to these		1				
	items			-	-		
	Total Comprehensive income for				404 70	53.53	F00 -
XVIII	the year (XVI+XVII)	101.70	568.93	52.53	101.70	52.53	598.3
XIX	Total profit or loss, attributable to						
	Profit/loss attributable to owners of	1	1				
	parent		-	-			
	Total profit/loss attributable to non-						
	controlling interests		-	·-	-	-	
	Total Comprehensive income for	1					
ХХ	the period attributable to						
	Comprehensive income for the						
	period attributable to owners of						
	parent		-	-	-	-	
	Total comprehensive income for the			1			
	period attributable to owners of				1		
	parent non-controlling interests		-	-	-		
VVI	Details of equity share conital						
	Details of equity share capital	4 437 00	4,427.00	4 437 00	4 427 10	4 427 00	4,427.
a	Paid-up equity share capital	4,427.00	4,427.00	4,427.00	4,427.10	4,427.00	4,427.
	(face value of the share shall be	10.00	10.00	10.00	10.00	10.00	10
	indicated)	10.00	10.00	10.00	10.00	10.00	10.
XXII	Details of debt securities					-	
XXIII	Reserves excluding revaluation	6,759.14	6,531.61	9,247.93	6,759.14	9,247.93	6,531.
	reserve						
			-		-	-	
XXV	Earnings per share:						
	Earnings per equity share for						
а	continuing operations						
	Basic earnings (loss) per share from						
	continuing operations	0.23	0.01	0.12	0.23	0.12	0.0
	Diluted earnings (loss) per share						
	from continuing operations	0.23	0.01	0.12	0.23	0.12	0.0
	Earnings per equity share for						
b	discontinued operations						
	Basic earnings (loss) per share from						
	discontinued operations	-	-	-	-	-	
	Diluted earnings (loss) per share						
	from discontinued operations	-	-	-	-	-	
с	Earnings per equity share	-	-	-	-	-	
	Basic earnings (loss) per share from						
1	and the state and alternation and	1		1			
	continuing and discontinued	0.00	0.01	0.12	0.23	0.12	0.0
	operations	0.23					
		0.23					
	operations	0.23					
	operations Diluted earnings (loss) per share from continuing and discontinued operations	0.23	0.01	0.12	0.23	0.12	0.0
	operations Diluted earnings (loss) per share from continuing and discontinued		0.01	0.12	0.23	0.12	0.0
	operations Diluted earnings (loss) per share from continuing and discontinued operations		0.01	0.12	0.23	0.12	0.0
	operations Diluted earnings (loss) per share from continuing and discontinued operations Disclosure of notes on financial		0.01	-	0.23	-	
	operations Diluted earnings (loss) per share from continuing and discontinued operations Disclosure of notes on financial		0.01	K.G.		-	
	operations Diluted earnings (loss) per share from continuing and discontinued operations Disclosure of notes on financial		0.01	-		-	0.0
	operations Diluted earnings (loss) per share from continuing and discontinued operations Disclosure of notes on financial		0.01	K.G.		-	
	operations Diluted earnings (loss) per share from continuing and discontinued operations Disclosure of notes on financial		0.01	* M	430	-	
	operations Diluted earnings (loss) per share from continuing and discontinued operations Disclosure of notes on financial		0.01	* M	ASO ASOFT	-	Soft Limited

NOTES:

- The above results were reviewed by the Audit / Risk & Compliance Committee and approved by the Board of Directors at their meeting on 13th August 2019.
- 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. 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.bseindia.com.

GASC J. v. C

N.C. RAJAGOPAL & CO., CHARTERED ACCOUNTANTS

Partners:

Ref:

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Date:

Independent Auditor's Review Report On consolidated unaudited quarterly and year to date financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

То

Board of Directors of Megasoft Limited

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of Megasoft Limited ('The Company') ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") for the quarter ended 30th June 2019 and for the period from 1st April 2019 to 30th June 2019 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended 30th June 2019 and the corresponding period from 1st April 2019 to 30th June 2019, as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to review.

2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

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4. The Statement includes the results of the following entities:

- a. Megasoft Consultants SDN BHD
- b. XIUS Holding Corp
- c. XIUS Corp
- d. XIUS DE RL DE CV

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5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We did not review the interim financial results of 4 subsidiaries included in the consolidated unaudited financial results, whose interim financial results reflect total revenues of Rs. Rs.1,190.20 lakhs and total net profit/ (loss) after tax of Rs.75.32 lakhs and total comprehensive income / loss of Rs. Rs.75.32 lakhs for the quarter ended 30th June 2019 and for the period from1st April 2019 to 30th June 2019 respectively. The consolidated unaudited financial results also includes the Group's share of net profit/(loss) after tax of Rs.75.32 lakhs and total comprehensive income / loss of Rs.75.32 lakhs for the quarter ended 30th June 2019 and for the period from 1st April 2019 to 30th June 2019 respectively. The consolidated unaudited financial results also includes the Group's share of net profit/(loss) after tax of Rs.75.32 lakhs and total comprehensive income / loss of Rs.75.32 lakhs for the quarter ended 30th June 2019 and for the period from 1st April 2019 to 30th June 2019 respectively. These interim Financial results and other information of Foreign Subsidiaries have been considered based on unaudited Financial Statements. Our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the data provided by the management.

Our conclusion on the Statement is not modified in respect of the above matter.

For N.C.Rajagopal& Co., Chartered Accountants Firm Reg: 003398S

COD Chennai 600 004 Arjun S (Partner) M.No. 230448

UDIN : 19230448AAAAAY5776

ASC A.

Place: Chennai Date: 13-08-2019