

**NUCLEUS
SOFTWARE**

NUCLEUS SOFTWARE EXPORTS LTD.

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July 26, 2017

The Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex
Bandra (E)
Mumbai-400051.
Fax Nos. 022-26598236/237/238

The Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street
Mumbai-400001
Fax No. 022-22722061/41/39

Dear Sirs,

Sub: Annual Report FY 2016-17.

Ref: Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

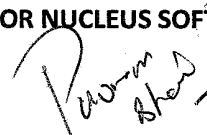
With reference to the above mentioned subject, Please find the enclosed herewith the Annual Report for the FY-2016-17

This is for your information and records.

Thanking You.

Yours Sincerely

FOR NUCLEUS SOFTWARE EXPORTS LIMITED


(POONAM BHASIN)
COMPANY SECRETARY



Encl : As above

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www.nucleussoftware.com



NUCLEUS
SOFTWARE

DIGITIZING

FINANCIAL SERVICES WORLDWIDE

ANNUAL
REPORT | 2016-17

DRIVING INNOVATION IN FINANCIAL SERVICES GLOBALLY



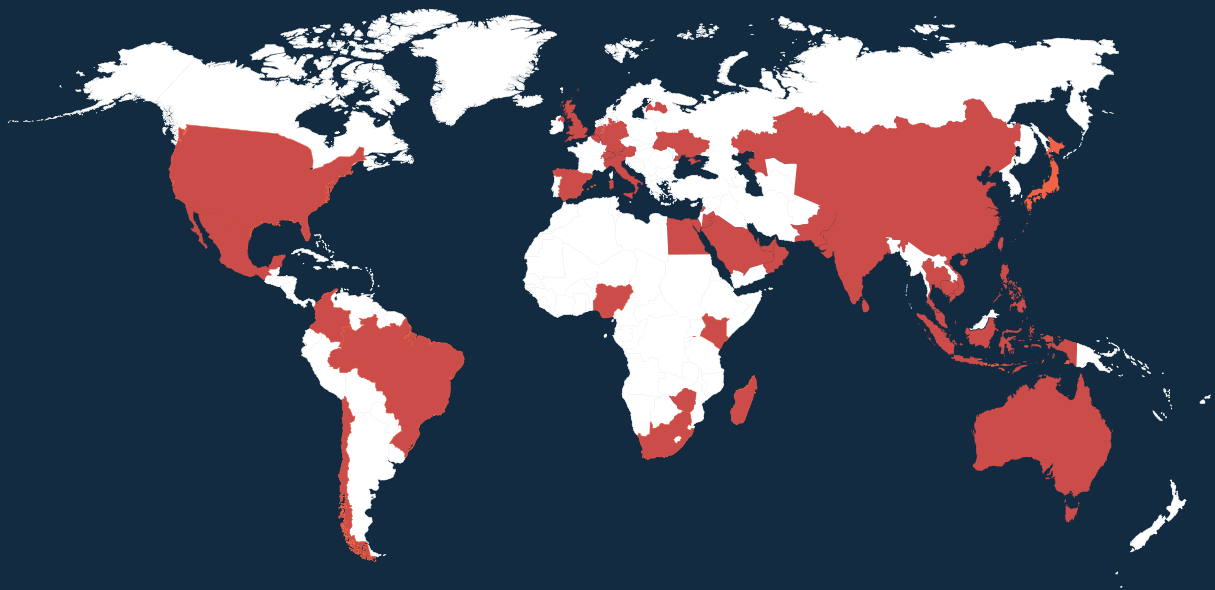
3 DECADES
OF BANKING
DOMAIN
EXPERTISE



150
BANKS & FINANCIAL
INSTITUTION CUSTOMERS
ACROSS 50 COUNTRIES



26 M
TRANSACTIONS
PROCESSED
PER DAY



WORLDWIDE PRESENCE, GLOBAL
KNOWLEDGE, LOCAL FOCUS



\$200 B
VALUE OF
LOANS
MANAGED



1
NEW LOAN
BOOKED
EVERY SECOND



3 OF TOP 15
GLOBAL BANKS
ARE OUR
CUSTOMERS

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Cautionary statement regarding forward-looking statements

Certain statements in this Annual Report are based on assumptions and expectations of future events and may be considered as forward-looking statements. Such statements must be reviewed in conjunction with the risks that the Company faces. Although the Management has considered future risks as part of the discussions, future uncertainties are not limited to the Management perceptions.

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CHAIRMAN'S

MESSAGE



JANKI BALLABH

Chairman



DEAR SHAREHOLDERS,

I wish to express my gratitude to all our shareholders, investors, staff and partners for their continued support. Their support is critical in our mission to help our customers succeed and has been at the heart of our success for the three decades. Today, customers in 50 countries are leveraging our experience, commitment and vision to drive their businesses forward and keep their competitive edge.

DELIVERING RESULTS IN A CHALLENGING ENVIRONMENT

2016 was a very eventful year - the global economy registered tepid growth, with modest and uneven recoveries in many advanced economies - markets were unstable, buffeted by political shocks such as Brexit, the Italian Constitutional referendum and the results of the U.S. presidential elections. Rapid technological change and rising customer expectations continue to disrupt entire industries. However, the global economy also began to show signs of improvement throughout 2016. The Indian economy grew by 7% in Q4 of 2016, despite the effect of demonetization. From your company's perspective, demonetization helped us by promoting digital transactions. A large segment of the Indian population is now moving into digital transactions and many more people are now a part of formal banking services. Globally, significant economic and political volatility will have an impact on the financial services sector. The U.S. equity market surged to all-time highs and the Fed's decision to raise rates suggest that the long period of accommodative monetary policy in the U.S. may finally subside at a faster rate than many had anticipated.

The Brexit victory sent economic shockwaves through global markets leaving Britain and the entire Eurozone in a period of deep uncertainty. There is ongoing anxiety over what will happen once Britain leaves the EU and some realignments with long term implications are expected. The FinTechs meanwhile continued their disruptive approach and as reported by Frost & Sullivan, the Australian FinTech sector will grow at a compound annual growth rate of 76%, reaching A\$4.2 billion by 2020. The Middle East is still adjusting to the effect of lower oil prices and new waves of protectionist measures seem likely around the globe.

Against this backdrop, we made good progress on our strategy, delivering strong operating performance and cost efficiencies as well as solid returns. In today's rapidly evolving environment, investors are looking at us more than ever before and the responsibility that we feel for our customers has never been greater.

KEEPING PACE WITH NEWER TECHNOLOGIES

Chatbots. Personal assistants. Robo-advisors. Machine learning. Cognitive computing. And so much more. While the term Artificial Intelligence (AI) has been around for 60 years, it has finally become part of our daily lives—and how we bank, invest, and get insured. Some financial institutions have been investing in AI for years. Other firms are now beginning to catch up, thanks to advances in big data, open-source software, cloud computing and faster processing speeds.

Today, the world's leading banks are experimenting with robotics and artificial intelligence to improve efficiency and stand out in a market where banks are becoming more and more standardized in terms of technology and services offered to customers. Bots are being used in many areas, including providing online, interactive mortgage advice to consumers and many processes are now completely free of any human engagement.

Our teams are engaged in continuous conversations with our customers and are helping them tackle the biggest issues facing the financial services industry. We are continuously enhancing the capabilities of our solutions to be able to add value to our customers.

THE CONSUMER'S JOURNEY

To help our customers become more customer-centric, we have made it a priority to embed our solutions deeper into the consumer's journey. This means thinking about financial services not as a separate activity, but as an enabling activity that should be seamlessly woven into a consumer's everyday life.

We are taking our digital capabilities to existing customers and prospective customers while also investing in disruptive innovation that will drive productivity in the future. Guided by a strong executive team, we launched a new product during the year – Lending Analytics, to help companies leverage the power of analytics in lending and continued to build on the market for FinnOne Neo Cloud, which enables companies to take advantage of the power of cloud.

These solutions have opened new target markets for us. We have helped customers all over the world go-live and benefit from the advancements in technology.

THE ROAD AHEAD

From an economic perspective, we expect 2017 to continue to be challenging and volatile. The financial services industry stands at an inflection point. The next few years will be critical as companies around the world embrace digital technologies - Cloud, Analytics Robotics and Artificial Intelligence.

Nucleus Software is well positioned for continued success in the future. We can help our customers and prospects make the right technology decisions in order to lead their markets and beat their competitors. We take responsibility to ensure that new technology is adopted in ways that are aligned to the organizational goals and long term objectives of our customers, especially in times of changing economic scenarios.

Your company is committed to delivering great products and outstanding experiences to our customers. We are committed to make people's lives better by changing the way the world moves. We are committed to creating value and delivering long-term profitable growth for our stakeholders.

Your trust is what drives us. I thank you for the confidence you have placed in our company. We are looking forward to the next stage of our shared success.

Janki Ballabh

Chairman

April 25, 2017

“

CEO'S

MESSAGE



VISHNU R DUSAD

Managing Director & CEO



DEAR SHAREHOLDERS,

Going digital is no longer an afterthought; it is not an “add-on” component to a company’s strategy. ‘Digital Transformation’ has become a central component for businesses across all industries. It entails leveraging digital tools and technologies to make life easier, bringing increased convenience, enhancing efficiency, improving affordability, and providing better access to information, goods and services.

The banking and financial services sector has gone through unprecedented change in the last few years and the transformation is not yet complete. Advances in big data and analytics have led to new products, solutions and services making financial institutions smarter, more agile and more competitive. According to PwC, in the U.S. 61% of jobs in the sector are at a high risk of being replaced by robots, and in the UK it is estimated that at least 32% of finance jobs are at risk. Challenges create opportunities, and we are investing in the right technologies and enhancing our solutions to help our customers turn opportunities into profits. I believe that building an even better and stronger brand for long term is the best way for us to enhance shareholder value. In that context, I am pleased to share key highlights of our progress during the year.

BUSINESS HIGHLIGHTS

For three decades we have been providing our customers with innovative technologies that help them become market leaders. In FY17, we continued this tradition by building on our existing solution – Lending Analytics, which will empower companies leverage insights from data. We continued to receive great response for FinnOne Neo Cloud from Banks, NBFCs and HFCs looking to digitize their business while benefiting from the flexibility and cost optimization offered by cloud. We also continued to deliver value-adding capabilities with new releases of our market leading solutions - FinnOne Neo and FinnAxia.

We continued to empower our customers in their digital transformation with 43 product implementations worldwide. We won 12 new product orders from leading financial institutions across Africa, the Middle East, South East Asia and India.

We completed the deployment of FinnOne Neo Cloud at a number of leading Non-Banking Financial Companies in India, helping them digitize their lending businesses and serve their customers better. During the year, one of our customers, a Japanese joint venture company completed the deployment of Nucleus FinnOne mCollect.

The push for digital transactions backed by the demonetization initiative in India, prompted us to boost the capabilities of PaySe™, our offline digital cash solution. We made PaySe™ available in 3 new form factors: smart watch, band and micro SD. With this, we can now cater to consumers more effectively and we launched an innovative project with an esteemed Education Institution in India. We look forward to the exciting opportunities that are ahead of us.

To showcase our expertise and product offerings, we participated in a number of leading industry forums worldwide, during the year. Key forums include: In Europe, we exhibited at 'Sibos 2016', the world's premier financial services event in Geneva and engaged in insightful discussions with leading bankers on the key trends that are shaping the transaction banking industry. In Africa, we sponsored the '3rd Annual West Africa International Retail Banking Dialogue 2016', in Nigeria, organized by The Asian Banker. We showcased PaySe™, our offline digital cash solution offerings at the 'Cards & Payments 2016' in Kenya. We hosted leading bank executives for an exclusive round table on 'Adapting to the Pace of Change' in Australia. We participated in the 'Australian Retail Banking Summit 2016', organized by the RFi Group in partnership with Asia-Pacific Banking & Finance (AB+F). In the United States of America, we presented views on 'Unleashing the High-Tech Power of the Underbanked' at Digital Money Forum at CES (Consumer Electronics Show) in Las Vegas. In the Middle East, we participated in the 'Islamic Banking Forum' organized by the RFi Group at Dubai. In South East Asia, we participated in the 'Asian Banking and Finance Retail Banking & Wholesale Banking Awards 2016' in Singapore. In India, we organized a focused roundtable discussion around 'Shaping the future of lending for NBFCs' in association with Dun & Bradstreet and Amazon Web Services.

FINANCIAL HIGHLIGHTS

In FY17, we recorded annual revenues for the year of ₹ 372.39 crore against ₹ 348.70 crore for the previous year. Overall revenue in foreign currency including India Rupee revenue for the year is US\$ 55.1 Million, against US\$ 53.4 Million for the previous year. Product revenue for the year was up, it now represents

77.4% of total revenue at ₹ 288.09 crore, against 75.0% of total revenue at ₹ 261.70 crore for the previous year. Our planned expenditure on strategic initiatives in product, marketing and sales and people yielded 13.9% margins against 8.7% previous year. Consolidated net profit after tax (PAT) stood at ₹ 62.69 crore in comparison to ₹ 32.47 crore in the previous year. Earnings per share (EPS) for the year stood at ₹ 19.36 in comparison to ₹ 10.03 in the previous year. Cash and cash equivalents, including investments in debt schemes of mutual funds, fixed deposits with banks and tax free PSU bonds are at ₹ 481.54 crore as on March 31, 2017, as against ₹ 366.98 crore on March 31, 2016.

The Board of Directors at their meeting held on April 25, 2017 approved buyback of upto an aggregate amount not exceeding ₹ 117.79 crore (representing 25% of the paid up share capital and free reserves as on March 31, 2017) ("Maximum Offer Size") at a price not exceeding ₹ 350/- per equity share ("Maximum Buyback Price"), from the existing equity shareholders through the "Tender Offer" route. The current Buyback is a capital allocation decision taken with the objective of seeking a fairer valuation of the Company's stock while improving the Company's Return on Equity and increasing shareholder value in the longer term.

TOMORROW'S TECHNOLOGY TODAY

The continued growth of cloud computing within the financial services industry will require vendors and financial services companies to work together to ensure that the best solutions are made available in a manner that enables future development – for example, enabling open banking. We continue to work with organizations to help them effectively realize the benefits of cloud computing, which include scalability, cost savings and time to market. We are aware of the alliances between leading incumbent financial services and technology companies, using robotics and AI to address key pressure points, reduce costs and mitigate risks. While digital is a strong focus area, as per McKinsey, banks need to leverage the digital capabilities in a well thought out manner to generate significant performance gains with small targeted investments. Implementing a multi-channel front end is just a small step and digitization in lending can go beyond that. I believe that banks should be able to deliver more customer centric products, offer services anytime, anywhere, over the channels that customers want, take advantage of digital technologies and leverage analytical capabilities to win customers and sustain growth in the future. We will continue to ensure that our solutions are ready to cater to these evolving needs, so that our customers can take advantage of the opportunities presented.

Finally, I would like to thank our customers around the world for their business and their trust. I would also like to thank our employees for the wonderful work they do day-in and day-out to earn this trust, and to help our customers in their transformation journey.

Vishnu R Dusad

Managing Director & CEO

April 25, 2017



Digitizing

Financial Services

Today's rapidly advancing technologies create challenges for the financial services industry. But they also create tremendous opportunities. In fact, executives recently surveyed by Forbes Insights believe that 25% of their future growth will be driven by digital strategies. Moreover, those who self-identify as leaders in this area anticipate outperforming their competitors. According to the World Economic Forum, the pace of technological change is accelerating, and while the death of Moore's Law has been reported number of times, in 2016 Intel's CEO said that it was alive and well.

The plummeting cost of advanced technologies means that the world around us is becoming ever more connected. In 2005, there were just 500 million devices connected to the Internet; today there are 8 billion. By 2030, it's estimated that there will be 1 trillion.

Technology advances are not the only driver for digitization in financial services. Government initiatives such as India's demonetization will give a huge boost to digitization in banking transactions. Banks are expected to extend this capability quickly to all customer facing areas including lending. It will be easier to move customers to digital now, as they are more willing to explore new ways of transacting. Speed is essential, but choosing the right technology can make or break a digitization programme.

While the leaders in the field have an edge, new entrants powered by agile and innovative business models powered by advanced technology can easily steal the show. From a lending perspective, the technology exists for banks to provide their customers with high quality, seamless, mobile experiences across the entire loan lifecycle – from on-boarding to collections. The use of mobile in origination can help transform the on-boarding experience with anytime, anywhere loan application capabilities. Mobile-based loan servicing provides customers with the ability to quickly and easily manage their loans without need to visit the branch. Mobile-based collections can help reduce the risks associated with float money, enhance transparency with real-time updates and improve efficiencies in what has previously been a largely manual operation. Modern lending systems can be used to rapidly create products, tailored to meet the needs of individual customers.

TECHNOLOGY TRENDS

As one of the earliest adopters of information technology, banks have made huge investments over decades and many of these systems are now considered legacy systems – meaning that they are largely unsuited to meet the needs of today's demanding customers. Research from Finextra shows at least two-thirds (67%) of banks' IT budgets are still being spent on maintenance and compliance. Not only does this make it harder to find money for 'transform the bank' projects but also make it really difficult to decide where to invest. At one extreme we see banks which refrain from technology refresh and at the other extreme we see banks that are creating new digital banking offshoots which do not have any of the limitations imposed by legacy technology. However, banks need to realize that the only way to create a 'bank of the future' is to strike the right balance between the two options. There are a number of key trends which reflect how digital continues to evolve. With the right technology, banks can improve efficiency. Banks need to choose the right technology partners to help them offer new capabilities while co-existing with their existing legacy infrastructures.

OPEN BANKING

Open banking is an emerging trend in financial technology; one based on using application programming interfaces (APIs) that enable third party developers to build applications and services around a financial institution. It facilitates greater financial transparency and helps banks innovate and create new revenue models. Open banking has been gaining significant momentum across the globe; especially in the European banking industry, driven by changing regulatory mandates.

CLOUD

As customers become increasingly accustomed to having access to services anytime, anywhere on their mobile devices; this has created more challenges for banks. The FinTech companies and challenger banks have exploited these challenges, designing their services to address customers' changing needs. Not only has this enabled them to get high customer approval ratings but also to deliver products and services with speed, efficiency and at dramatically lower costs. The use of advanced, flexible technology is one of the key success criteria. With cloud, applications are faster to deploy, easier to use and can be scaled up or down with demand.

ARTIFICIAL INTELLIGENCE

Artificial intelligence (AI) has moved beyond its early applications in automation, and has evolved into Machine Learning – a set of algorithms that have the capability to change in response to their own output, or computer programs that automatically improve with experience. While AI clearly offers tremendous potential in banking; a lot of questions need to be considered before it gets mass adoption. Trust is a delicate issue and banks will need to tread extremely carefully while dealing with it. While it isn't clear yet exactly how AI will affect banking, it does seem to offer tremendous

transformative capabilities and as we all know the future seems to come faster than we expect.

BLOCKCHAIN

The FinTech companies have used technology to their advantage to power disruptive models in lending. Banks have been trying to adopt innovative ways to counter the threat posed by FinTech companies. Blockchain technology has the potential to simplify some of the core tasks in banking and could be an innovative way for banks to dramatically enhance their products and services. Many leading companies are experimenting with blockchain and it is likely that these trial projects will rapidly move into the mainstream.

Choosing the right technology can make or break the success of the business. Forward-thinking bankers know that only the right technology, the right banking systems can drive the business in the right direction. With the right technology, banks can improve efficiency and deliver a superior customer experience. Thus, it is very important for banks to choose the right technology that will help them offer new capabilities while co-existing with the legacy systems until they are ready to complete their digital transformation and decommission their legacy systems.



Strategic

Initiatives

With three decades of domain expertise combined with the experience of working with 150 of the world's most innovative banks and financial services companies, we are proud to help our customers leverage innovative technologies to help them become market leaders. It is very exciting to work as a key technology partner with the leading banks and financial institutions who are embracing digitization as a part of their transformation journey. We are aware of the challenges that our customers are going through and our commitment, to enhance our offerings to help them cater to the evolving requirements, is unwavering. During the year, we have launched a number of strategic initiatives to help our customers enhance their efficiency, meet growing customer demands and address new growth opportunities.



FinnOne Neo

Power of Advanced Technology

FinnOne Neo, our market leading lending solution, continues to help some of the world's most innovative banks and financial institutions with their digital transformation projects. Our product strategy delivers new releases every 6 months, ensuring that our customers can quickly take advantage of the latest product capabilities. Among the many new capabilities are the ability to create agricultural equipment loan schemes, offer loans to individuals to purchase consumer durables and offer additional value added products such as insurance. We also launched the latest version of FinnOne Neo Collections, which provides companies with a complete overview of the entire loan collections lifecycle, helps identify problem areas early and triggers effective corrective action to optimize collections efforts.

Supporting team-based approaches for better co-ordination, the solution ensures that companies can adopt a holistic collections strategy. The solution's intuitive design includes comprehensive dashboards which provide holistic monitoring capabilities.

When integrated with advanced lending analytics, FinnOne Neo Collections can help identify early which loans are most likely to turn delinquent based on customer behavioral scoring. By adopting a proactive approach not only can companies reduce their non-performing loans (NPLs) but they can also improve overall collection rates. To help companies extend their digital capabilities in loan collections, the solution is available on mobile devices for the bank's collection agents. By taking the solution into the field, agents can update collections in real-time, further improving transparency while also reducing the risks associated with float money.

More than 100 banks and NBFCs are already benefitting from Nucleus' loan collections system across 39 countries. During the year, we also announced the successful deployment of Nucleus FinnOne mCollect at one of our customers in India. The solution is helping the company, a Japanese joint venture, to digitize their manual processes, reduce the risks associated with float money and offer customer-friendly doorstep collections. The intuitive solution enables paperless processing, helps users allocate cases on their mobile devices and streamline other time consuming procedures such as issuance and reconciliation. With this milestone, our lending mobility solutions have now processed over 20 million transactions worth more than \$6.3 billion across our customer base.



100+ customers are using our loan collections system



FinnAxia

Excellence in Transaction Banking

Our development strategy is designed to rapidly and regularly deliver added value to our customers and that's why we release new versions of our solutions twice a year. During the year, we made many enhancements to FinnAxia and now banks can digitize their end-to-end operations, enhance operational efficiencies and improve customer experience. The introduction of the Electronic Bill Payment & Presentment (EBPP) solution allows banks to provide their customers the convenience and time savings associated with being able to access, view and remit their bills directly online.

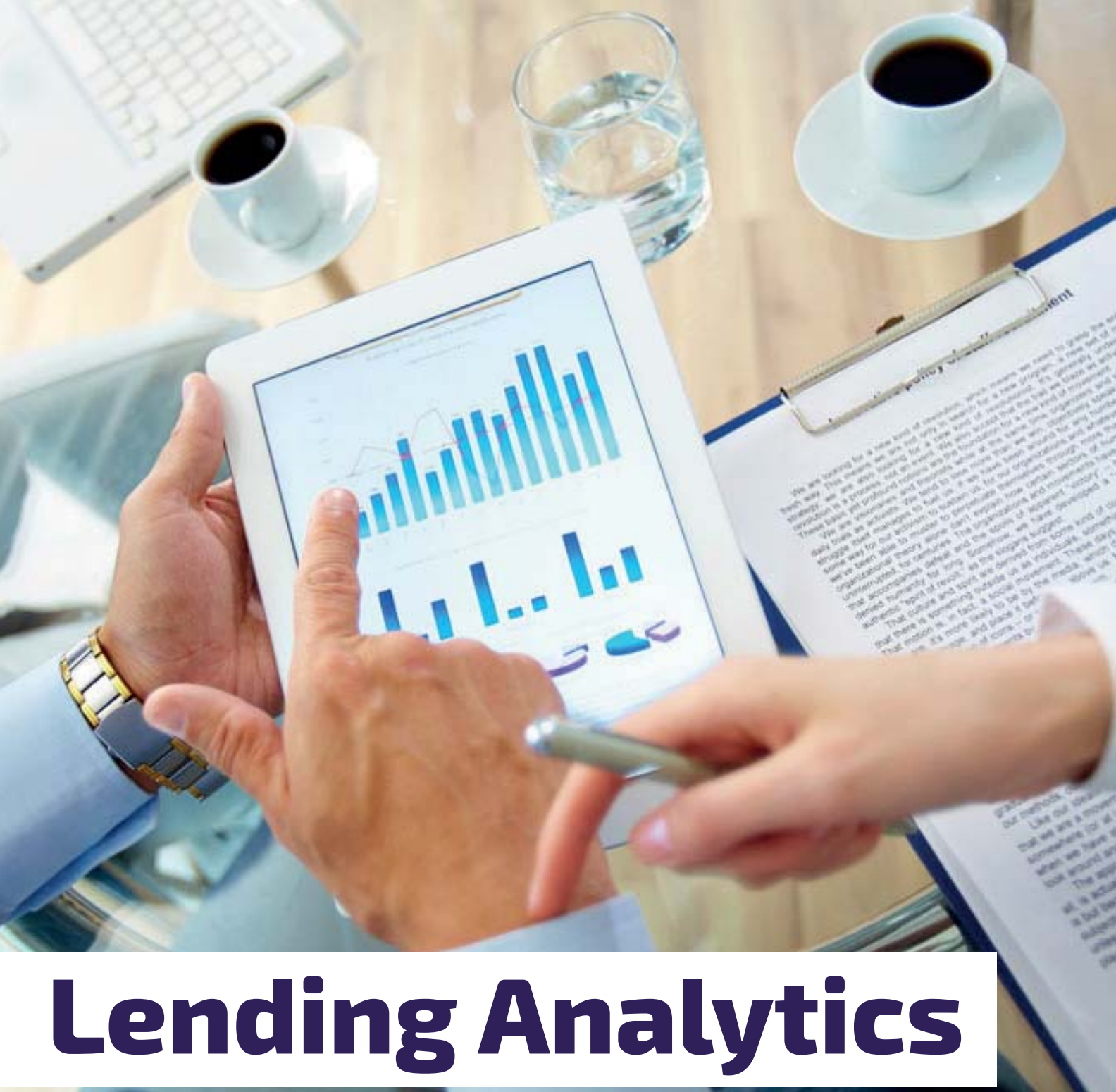
To cater to the emerging trend of low value real time immediate payments, FinnAxia comes with instant payment capabilities wherein corporate customers can pay using payee IDs and mobile numbers instead of account details. An added security feature enables payees to mask their account information from payers.

Corporates are always on the lookout for better platforms to strategically manage the entire cash management process. With regulations varying across regions, it is not feasible to have one approach for cash and treasury management in all countries. FinnAxia supports setting up and execution of Hybrid pooling structures, where both notional pooling and sweeps can be used together to maintain credit and debit positions of various accounts in the book of the bank. Banks can therefore provide more efficient ways for their customers to consolidate liquidity across their full range of operations regardless of geographic location.

Armed with many more such powerful features, FinnAxia is helping financial institutions establish and maintain market-leading positions through the flexible, speedy and efficient execution of transaction banking processes.



**3 out of the top 15 banks are
our customers**



Lending Analytics

Power of Predictive Analytics

With rising non-performing loan (NPL) levels across the globe, lenders are refocusing their attention on financial and business analysis to improve performance and overall profitability. While they have lots of data about their customers – they know what the customers buy, when they buy it and where they buy it - turning the raw data into actionable intelligence is tremendously challenging. And it is getting more difficult every day - the growth in data is enormous. McKinsey recently reported that 13,000 terabytes of data will be created worldwide every second of every day by 2020. Market leaders are already exploring how to turn this deluge of raw data into useable intelligence and Lending Analytics can help guide their decisions.

Unlike traditional analytical tools which cater to a wider set of industries, Nucleus Lending Analytics is designed specifically to address the analytical needs of lending industry. Launched last year, Lending Analytics has already gained new customers in India, the Middle East and Africa. We are seeing lots of interest from financial institutions worldwide, because of the solution's unique combination of product capabilities and system flexibility. With the introduction of IFRS 9 from Jan 2018, which will have a significant impact on banks' model risk management processes, banks are looking for help to determine the best path to compliance with the reporting standard before the deadline arrives.

As consumers become more demanding, they are increasingly expecting products and services to be tailored to their specific requirements. While modern solutions such as FinnOne Neo help banks deliver the product choice customers expect, ensuring that they are made aware of that choice is a considerable challenge. Lending Analytics helps target the right customers with the right product variants at the right time.



**2,700 lending products variants
in use by customers**



Payse™

Enabling Digital

Traditional card-based payments are based on a hub and spoke methodology and hence are focused mostly on the connected and banked population of the world. However, 2 billion adults (almost 40% of world's population) remain without a bank account according to Global Findex Database 2014 and nearly 57% of the global urban population remains unconnected to broadband internet, with 37% living in some of the world's wealthiest cities. These unbanked, unconnected adults need to make payments, and they are currently made using cash. The world's first offline digital cash solution PaySe™ has been developed to address the requirements of citizens at the bottom of the pyramid. Not only does it have the capability

to facilitate online withdrawals and deposits but also enables completely offline usage, just like cash. PaySe™ will revolutionize the way money is saved, carried and spent. With PURSE, a mobile device to carry digital money (it is designed to pay or receive digital cash), and Palm ATM app allows any smart phone to perform the functions of a conventional ATM (including the ability to withdraw and deposit) we have delivered the essentials to democratize money. The push for digital transactions backed by the demonetization initiative in India, prompted us to boost the capabilities of PaySe™ as we launched the availability of PaySe™ in 3 new form factors payment: smart watch, band and micro SD. With this, we can now cater to consumers more effectively. Since its launch, PaySe™ has helped move micro-savings of unconnected from rural areas to banks and enabled micro-lending for this segment to the tune of 10 million Indian Rupees. Banks and other financial institutions have often struggled to deliver cost-effective financial services to the last mile mainly as a result of the cost involved in making cash accessible. PaySe™ addresses this by digitizing cash, and PaySe™ merges some of the properties of physical cash with the convenience of a debit card.



PaySe™ is now available in 3 new form factors payment



Board Of Directors

Top: Standing Left to Right : Ms. Ritika Dusad (Non-Executive Director), Mr. N. Subramaniam (Non-Executive, Independent Director), Mr. Prithvi Haldea (Non-Executive, Independent Director), Mr. Vishnu R Dusad (Managing Director & CEO), Prof. Trilochan Sastry (Non-Executive, Independent Director), Mrs. Elaine Mathias (Non-Executive, Independent Director)

Bottom: Sitting Left to Right : Mr. S. M. Acharya (Non-Executive, Independent Director), Mr. Janki Ballabh (Chairman, Non-Executive, Independent Director), Mr. R.P. Singh (Executive Director)

Board of Directors

Mr. Janki Ballabh
Chairman,
Non-Executive, Independent Director

Mr. Vishnu R Dusad
Managing Director & CEO

Mr. S. M. Acharya
Non-Executive, Independent Director

Ms. Ritika Dusad
Non-Executive Director

Mr. Prithvi Haldea
Non-Executive, Independent Director

Mrs. Elaine Mathias
Non-Executive, Independent Director

Prof. Trilochan Sastry
Non-Executive, Independent Director

Mr. R. P. Singh
Executive Director

Mr. N. Subramaniam
Non-Executive, Independent Director

Board Committees

Audit Committee

- Mr. N. Subramaniam, Committee Chairman
- Mr. S. M. Acharya
- Mr. Prithvi Haldea
- Mrs. Elaine Mathias
- Prof. Trilochan Sastry

Nomination & Remuneration / Compensation Committee

- Mr. Prithvi Haldea, Committee Chairman
- Mr. Janki Ballabh
- Mrs. Elaine Mathias
- Prof. Trilochan Sastry

Stakeholder Relationship Committee

- Mr. Prithvi Haldea, Committee Chairman
- Mr. Vishnu R Dusad
- Prof. Trilochan Sastry

Compensation Committee

- Mr. Prithvi Haldea, Committee Chairman
- Mr. Vishnu R Dusad
- Prof. Trilochan Sastry

Corporate Social Responsibility Committee

- Prof. Trilochan Sastry, Committee Chairman
- Mr. Vishnu R Dusad
- Mr. S. M. Acharya
- Mr. Prithvi Haldea

Offices

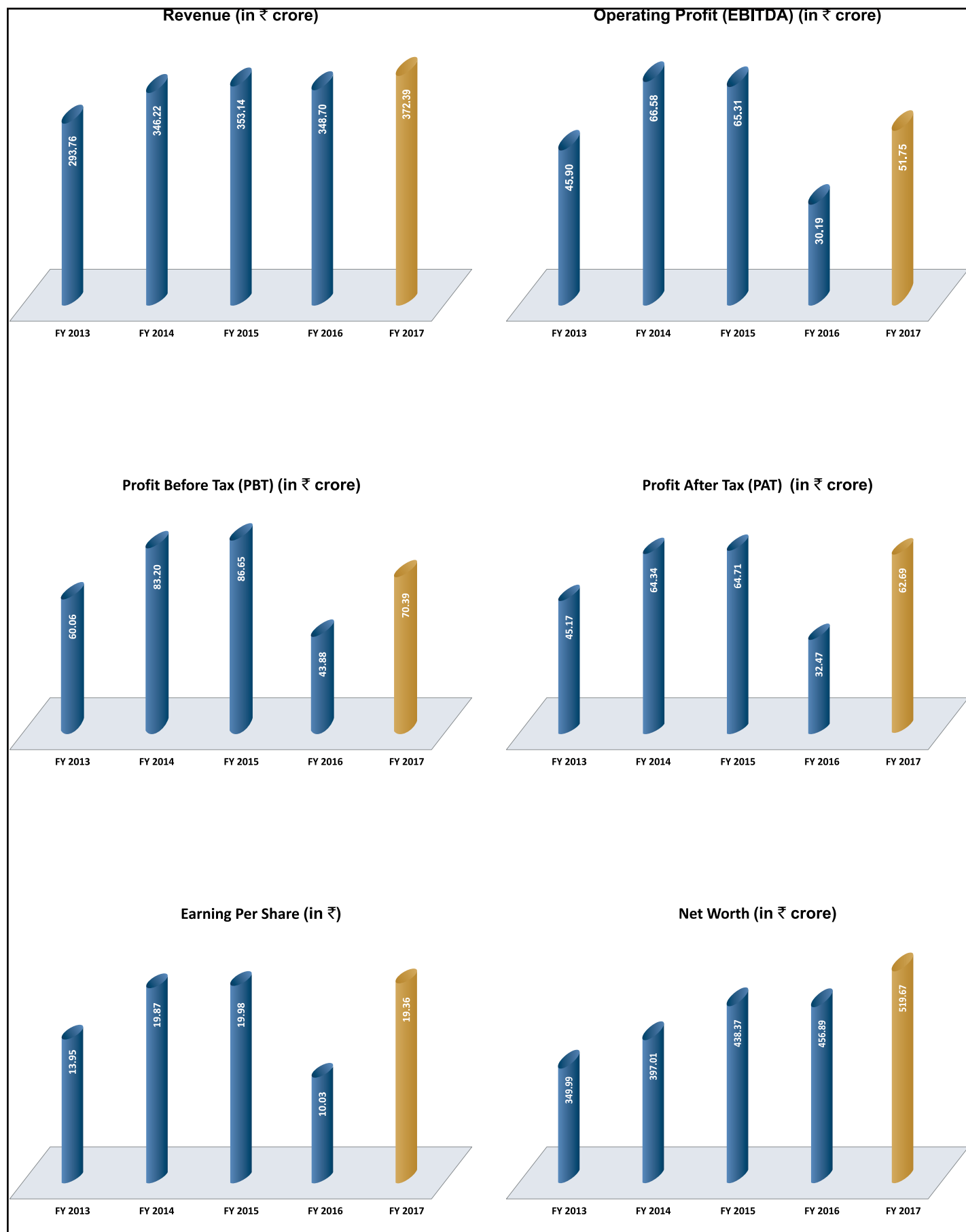
Registered Office

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Corporate Office

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Email: investorrelations@nucleussoftware.com
Website: www.nucleussoftware.com

Graphical Representation



Years at a Glance

(All figures in ₹ crore, except per share data)

Consolidated Performance

For the Year Ended March 31,	2017	2016	2015	2014	2013
Revenue from Operations	372.39	348.70	353.14	346.22	293.76
Operating Profit (EBITDA)	51.75	30.19	65.31	66.58	45.90
Depreciation	11.21	12.22	11.97	7.93	6.09
Other Income (inclusive of foreign exchange gain/loss)	29.85	25.91	33.31	24.55	20.25
Tax expense	7.70	11.41	21.94	18.86	14.89
Profit After Tax (PAT)	62.69	32.47	64.71	64.34	45.17
EBITDA as a % of Revenue from Operations	13.90	8.66	18.49	19.23	15.63
PAT as a % of Revenue from Operations	16.83	9.31	18.32	18.58	15.38
Return on Average Capital Employed (PBIT/Average Capital Employed) (%)	14.42	9.80	20.75	22.28	18.09
Return on Average Net worth (%)	12.84	7.25	15.49	17.23	13.60
As at March 31,	2017	2016	2015	2014	2013
Share Capital	32.39	32.39	32.39	32.39	32.39
Reserves and Surplus	487.28	424.51	405.98	364.62	317.60
Net Worth	519.67	456.89	438.37	397.01	349.99
Net Fixed Assets	45.11	52.41	58.95	61.90	50.69
Cash & Cash Equivalents including Current Investments	293.40	237.48	281.25	298.02	266.72
Working Capital	255.68	244.32	294.68	293.73	282.18
No. of Shares (Face Value of ₹ 10.00)	32,383,724	32,383,724	32,383,724	32,383,724	32,383,634
Market Capitalisation	797.29	626.14	547.61	705.64	234.78
No. of Shareholders	18,951	17,257	16,589	15,008	16,336
Per Share data					
Earning Per Share (in ₹)	19.36	10.03	19.98	19.87	13.95
Dividend Per Share (in ₹)	5.00	5.00	5.00	6.00	3.00
Book Value Per Share (In ₹)	160.47	141.09	135.37	122.60	108.08

Notes:

1. While calculating figures of group, intergroup transactions have been ignored
2. Previous year figures have been regrouped/reclassified wherever necessary

Years at a Glance

(All figures in USD'000 except per share data)

Consolidated Performance

For the Year Ended March 31,	2017	2016	2015	2014	2013
Revenue from Operations	55,135	53,367	57,087	57,742	54,049
Operating Profit (EBITDA)	7,662	4,621	10,558	11,104	8,444
Depreciation	1,660	1,871	1,935	1,323	1,121
Other Income (inclusive of foreign exchange gain/loss)	4,419	3,965	5,385	4,094	3,726
Tax Expense	1,140	1,746	3,547	3,145	2,739
Profit After Tax (PAT)	9,282	4,969	10,461	10,730	8,311
EBITDA as a % of Revenue from Operations	13.90	8.66	18.49	19.23	15.63
PAT as a % of Revenue from Operations	16.83	9.31	18.32	18.58	15.38
Return on Average Capital Employed (PBIT/Average Capital Employed) (%)	14.42	9.80	20.75	22.28	18.09
Return on Average Networth (%)	12.84	7.25	15.49	17.23	13.60
US\$ Exchange Rate (In ₹)*	67.54	65.34	61.86	59.96	54.35
As at March 31,	2017	2016	2015	2014	2013
Share Capital	4,994	4,888	5,182	5,409	5,967
Reserves and Surplus	75,140	64,067	64,957	60,892	58,511
Net Worth	80,134	68,954	70,139	66,301	64,479
Net Fixed Assets	6,956	7,910	9,432	10,337	9,339
Cash & Cash Equivalents & Current Investments	45,243	35,841	45,000	49,770	49,138
Working Capital	39,427	36,873	47,149	49,053	51,986
No. of Shares (Face Value of ₹ 10.00)	32,383,724	32,383,724	32,383,724	32,383,724	32,383,634
Market Capitalization	122,943	94,497	87,617	117,843	43,254
US\$ Exchange Rate (In ₹)#	64.85	66.26	62.50	59.88	54.28
Ratios - per share					
Earning Per Share	0.29	0.15	0.32	0.33	0.26
Dividend Per Share	0.07	0.08	0.08	0.10	0.06
Book Value Per Share	2.47	2.13	2.17	2.05	1.99

Notes:

1. While calculating figures of group, intergroup transactions have been ignored
2. Previous year figures have been regrouped/reclassified wherever necessary
3. * Revenue and expenditure items have been translated at the average US\$/₹ Rate , mentioned here for respective years
4. # Balance Sheet items have been translated at year end US\$/Rs. Rate, mentioned here for respective years.

DIRECTORS' REPORT

Directors' Report

Dear Members,

We are pleased to present your Company's Twenty Eighth Annual Report, together with the Audited Statement of Accounts, for the year ended March 31, 2017.

1. RESULTS OF OPERATIONS - Financial Results

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("2013 Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis. The Company

has nine subsidiary companies across the globe. The Company discloses stand-alone audited financial results on a quarterly and annual basis, consolidated un-audited financial results on a quarterly basis and consolidated audited financial results on an annual basis.

a) Consolidated Operations

Revenue from consolidated operations for the year was ₹ 372.39 crore, as compared to ₹ 348.70 crore in the previous year. As the Company continued its focus on strategic initiatives for new products, focused sales and market development and hiring of senior experienced personnel to help drive transformation, the overall operational expense for the year continued to be high at ₹ 320.64 crore, against ₹ 318.51 crore in the previous year. The Operating Profit (EBITDA) was at ₹ 51.75 crore, 14% of revenue, against ₹ 30.19 crore, 9% of revenue, in the previous year. Profit after Tax for the year was higher at ₹ 62.69 crore, 17% of revenue, against ₹ 32.47 crore, 9% of revenue, in the previous year.

The consolidated financial results are as below:

(₹ in crore)

For the Year Ended March 31,	2017	% of Revenue	2016	% of Revenue
Income from Operations	372.39	100.00	348.70	100.00
Expenses				
a) Employee benefit expense	245.26	65.86	226.84	65.05
b) Travel expense	13.18	3.54	20.99	6.02
c) Finance costs (Bank charges)	0.54	0.15	0.62	0.18
d) Other expenses	61.66	16.56	70.06	20.09
Total Expense	320.64	86.10	318.51	91.34
Operating Profit (EBITDA)	51.75	13.90	30.19	8.66
Depreciation	11.21	3.01	12.22	3.50
Operating Profit after Interest and Depreciation	40.54	10.89	17.97	5.15
Other Income	30.33	8.14	25.08	7.19
Foreign Exchange Gain/ (Loss)	(0.48)	(0.13)	0.83	0.24
Profit Before Tax	70.39	18.90	43.88	12.58
Taxation	7.70	2.07	11.41	3.27
Profit After Tax	62.69	16.83	32.47	9.31

b) Standalone Operations

Revenue from the standalone operations for the year was ₹ 299.35 crore against ₹ 278.17 crore in the previous year. Total operational expense for the year was ₹ 266.38 crore against ₹ 265.24 crore in the previous year, an increase of 0.4%.

Operating Profit (EBITDA) for the year was at ₹ 32.97 crore, 11% of revenue, against ₹ 12.93 crore, 5% of revenue, in the previous year. Profit after Tax for the year was at ₹ 47.82 crore, 16% of revenue, against ₹ 44.66 crore, 16% of revenue in the previous year.

Directors' Report

Standalone financial results are as below:

(₹ in crore)

For the Year Ended March 31,	2017	% of Revenue	2016	% of Revenue
Income from Operations	299.35	100.00	278.17	100.00
Expenses				
a) Employee benefit expense	176.57	58.98	166.02	59.68
b) Travel expense	11.01	3.68	17.04	6.13
c) Finance costs (Bank charges)	0.35	0.12	0.43	0.15
d) Other expenses	78.45	26.21	81.75	29.39
Total Expense	266.38	88.99	265.24	95.35
Operating Profit (EBITDA)	32.97	11.01	12.93	4.65
Depreciation	10.27	3.43	10.91	3.92
Operating Profit after Interest and Depreciation	22.70	7.58	2.02	0.73
Other Income	29.41	9.82	50.40	18.12
Foreign Exchange Gain/ (Loss)	(0.17)	(0.06)	0.33	0.12
Profit Before Tax	51.94	17.35	52.75	18.96
Taxation	4.12	1.38	8.09	2.91
Profit After Tax	47.82	15.97	44.66	16.05

A detailed analysis on the Company's performance, both consolidated and standalone, is included in "Management's Discussion and Analysis" Report, which forms part of this Annual Report.

2. SHARE CAPITAL

Issued and Paid-up Share Capital

The paid-up share capital of the Company, as on March 31, 2017, is 32,383,724 equity shares of ₹10 each, similar to the paid-up share capital as on March 31, 2016.

Shares under Compulsory Dematerialization

The shares of the Company are under compulsory dematerialization ("Demat") category and are available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Out of the entire paid up shares, i.e. 32,383,724 shares, 99.59% are in dematerialized form as at March 31, 2017. The International Securities Identification Number (ISIN) allotted to the Company's shares is INE096B01018.

3. LISTING

Your Company is listed at National Stock Exchange of India Ltd. and BSE Ltd.

Stock Exchange where Company shares are listed	Scrip Symbol / Code
National Stock Exchange of India Ltd. (NSE) w.e.f. December 19, 2002	NUCLEUS
BSE Ltd. (BSE) w.e.f. November 6, 1995	531209

4. LIQUIDITY AND CASH EQUIVALENTS

Your Company continues to retain its debt-free status and maintains sufficient cash and cash equivalents to meet future strategic initiatives. The Company has been conservative in its investment policy over the years, maintaining a reasonably high level of cash and cash equivalents which enable the Company to completely eliminate short and medium term liquidity risks,

and at the same time also help scale up operations at a short notice. The goal of cash management at Nucleus is to:

- Use cash to provide sufficient working capital to manage business operations of the Company to be able to add value to all our stakeholders and continuously enhance the same.
- Maintain sufficient cash as reserves that will aid the Company in capturing meaningful business opportunities, including acquisitions.
- Invest surplus funds in low-risk bank deposits, debt schemes of mutual funds, preference shares and tax free secured bonds of Public Sector Enterprises.

Cash and cash equivalents including current investments at a consolidated level of ₹ 293.40 crore, constitute 69% of the shareholders' funds at the year end, against ₹ 237.48 crore, 49% of the shareholders' funds at the close of the previous year. In addition, the Company holds tax-free bonds issued by public sector enterprises on a 'hold to maturity' basis of a face value of ₹ 77.74 crore against ₹ 77.74 crore in the previous year, long-term fixed maturity plans of mutual funds of ₹ 52.51 crore against ₹ 27.00 crore last year, preference shares of ₹ 51.06 crore against ₹ 14.91 crore last year and debentures of ₹ 5.00 crore against ₹ Nil in the previous year.

5. DIVIDEND

The Dividend Policy of your Company stipulates a dividend payout in the range of 15-30% of the profits available for distribution, subject to:

- Provisions of The Companies Act, 2013 and other applicable laws, and
- Cash flows of the Company

Directors' Report

We are pleased to state that for the 17th consecutive year, your Company has recommended a dividend. The proposed dividend for the year is 50% (₹ 5.00 per equity share of ₹ 10 each). Last year, the dividend paid was also 50% (₹ 5.00 per equity share of ₹ 10 each). Dividend is subject to the approval of shareholders at the forthcoming Annual General Meeting. If approved, the total dividend payout will be ₹ 16.19 crore, against payout of ₹ 32.38 crore in the previous year (₹ 16.19 crore was paid as final dividend for FY 14-15 in July 2015 and ₹ 16.19 crore was paid as interim dividend for FY 15-16 in March 2016).

The Register of Members and Share Transfer Register shall remain closed during the period July 3 - July 8, 2017 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend. The dividend, if approved at the Annual General Meeting, will be payable to such members whose names appear on the Register of Members of the Company and as beneficial owners in the records of National Securities Depositories Ltd. and Central Depository Services (India) Ltd., at close of business hours as on July 1, 2017.

6. BUY BACK OF EQUITY SHARES

The Board of Directors at their meeting held on April 25, 2017, approved, subject to the approval of regulatory authorities, shareholders, Companies Act 2013, the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended (the "Buyback Regulations") and such applicable acts or rules including amendments if any, a Buyback of up to an aggregate amount not exceeding ₹ 117.79 crore (representing 25% of the paid up share capital and free reserves as on March 31, 2017) ("Maximum Offer Size") at a price not exceeding ₹ 350 per equity share ("Maximum Buyback Price"), from the existing equity shareholders of the Company on the Record Date to be determined on a proportionate basis through the "Tender Offer" route as prescribed under the SEBI Buyback Regulations. The Promoters have undertaken not to tender any shares in the offer.

At the maximum offer price of ₹ 350 per equity share and for the maximum offer size of ₹ 117.79 crore, the indicative maximum number of equity shares that can be bought back would be fully paid up 3,365,523 equity shares representing 10.39% of the total paid up equity share capital of the Company. In case the final Buyback price is lower than the maximum Buyback price, the indicative maximum number of shares will also go up accordingly.

The current Buyback is a capital allocation decision taken with the objective of using some of the cash reserves, seeking a fairer valuation of the Company's stock, improving the Company's Return on Equity and increasing shareholder value in the longer term.

7. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to applicable provisions of the Companies Act 2013, read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules 2016 ('the Rules') all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF Account established by the Central Government, after completion of seven years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more shall also be transferred to

the Demat account created by IEPF Authority. Accordingly, the Company has transferred all unclaimed and unpaid dividends. Further, the details of the shares that will be transferred as per the requirement of the IEPF Rules, is provided on Company's website <http://www.nucleussoftware.com/investors>.

8. DEPOSITS FROM PUBLIC

Your Company has not accepted any deposits from public covered under Chapter V of the Companies Act, 2013 and, as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is provided as Annexure I to this Directors' Report.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Particulars of contracts or arrangements with related parties in the prescribed Form AOC-2, are provided as Annexure A to this Directors' Report.

The Company policy for determining 'Material Subsidiaries' and on 'Related Party Transactions', as approved by the Board can be accessed on the Company website link:

<http://www.nucleussoftware.com/investors>.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to the Financial Statements.

12. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF FINANCIAL YEAR 2017 AND DATE OF THIS REPORT

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

13. CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company.

14. MANAGEMENT DISCUSSION & ANALYSIS

As per requirements of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosures) Regulations 2015, the Management's Discussion and Analysis of the financial condition and results of both standalone and consolidated operations have been provided separately in this Annual Report.

15. REVIEW OF BUSINESS & OUTLOOK

Your Company continues its journey as a preferred partner for banking and financial organizations worldwide, providing innovative and pioneering products, services and solutions. Continuing the

Directors' Report

relentless focus on customer success, your Company launched a range of innovative solutions during the year.

As technology continues to evolve rapidly and permeate more layers of business operations, digital solutions have become an integral component of the growth roadmaps for most enterprises. Packaged software was the fastest growth segment (6.2%) in 2016. Investments are being done on applications that facilitate enterprise and IT operations, such as enterprise resource management and operations & manufacturing applications, collaborative applications, SaaS, etc.

The Indian IT sector is expected to grow at a rate of 12-14 per cent for FY 2017-18 in constant currency terms. The sector is also expected triple its current annual revenue to reach US\$ 350 billion by FY 2025 (source: Nasscom). On the other hand, the public cloud services market in India is slated to grow 35.9 per cent to reach US\$ 1.3 billion according to IT consultancy, Gartner.

The most successful banks in the future will be those that understand the tremendous power of technology and use it to transform their lending businesses. Delivering great customer experiences and living up to the needs of digital banking are some of the business challenges that banks face today. The pace of technological change will not slow down and the tech sector as a whole must continue to seek the answer to achieve seamless integration and communication between products and platforms.

16. NEW PRODUCT LAUNCHES

Your Company's flagship product FinnOne Neo™ was launched on cloud and is already a success in the domestic market. By providing FinnOne Neo™ on cloud, we are making one of the best lending software more affordable, quickly deployable and scalable as per our customer's business requirements.

18. SUBSIDIARY COMPANIES

Your Company has nine subsidiaries across the globe. There are no associate companies or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

The following table provides a list of all these subsidiaries as on March 31, 2017:

Name of Subsidiary	Location	Date of Incorporation/ Acquisition	Percentage of Shareholding
Nucleus Software Solutions Pte. Ltd.	Singapore	February 25, 1994	100%
Nucleus Software Inc.	USA	August 5, 1997	100%
Nucleus Software Japan Kabushiki Kaisha	Japan	November 2, 2001	100%
VirStra i- Technology Services Ltd.	India	May 6, 2004	100%
Nucleus Software Netherlands B.V.	Netherlands	February 3, 2006	100%
Nucleus Software Ltd.	India	April 21, 2008	100%
Nucleus Software Australia Pty. Ltd.	Australia	February 3, 2014	100%
Nucleus Software South Africa Pty. Ltd.	South Africa	February 10, 2015	100%
Avon Mobility Solutions Pvt. Ltd.	India	March 17, 2016 (Date of Acquisition)	96%

There has been no material change in the nature of the business of the subsidiaries.

A statement containing the salient features of the financial statement of our subsidiaries in the prescribed form AOC 1 is provided as Annexure B to this Directors' Report. The statement also provides the details of performance, financial position of each of the subsidiaries.

Your Company has also launched Collections module as part of FinnOne Neo™ Lending Suite. Collections module is aimed at automating the collection operation in a financial institution, increase collection efficiency and thereby also reduce delinquency.

As a part of ongoing development program, your Company also launched FinnAxia™ 4.0, the latest version of its next-generation integrated transaction banking product suite. This new product suite includes extended compliance to global and regional regulations; increased flexibility for corporate treasurer for greater control, visibility, management of liquidity and enhanced capabilities to digitize the financial value chain of supplier's-buyer's-dealer's thereby creating a business network for collaborative commerce leading to working capital optimization.

During the year, PaySe™, the world's first offline digital cash solution innovated by your Company in the previous year, was made available in 3 new form factors: smart watch, band and micro SD. With this, we can now cater to consumers more effectively. During the year, we also launched an innovative project with an esteemed education institution in India.

Your Company remains committed to providing its existing and potential customers with competitive and cutting-edge products and will continue to focus on investments in product innovation and business expansion.

17. NOTABLE ACCOLADES RECEIVED DURING THE YEAR

- **bob Finance and FinnOne™ win The Banking Technology Award 2016**, bob Finance AG, a financial service company in Switzerland deployed Nucleus Software's FinnOne™ for offering an innovative and completely digitized loan service. This implementation won The Banking Technology Award 2016 - Highly Commended for Best Use of IT in Lending.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

a) **Nucleus Software Solutions Pte. Ltd.**

Nucleus Software Solutions Pte. Ltd. (NSS) is based in

Directors' Report

Singapore. It was incorporated in 1994 to expand the Company's business in South East Asia. Currently, it is the central entity for Asia-Pacific excluding Japan and Australia with responsibility for business development, sales and software development services for customers in the region.

b) Nucleus Software Inc.

Nucleus Software Inc. (NSI) is based in New Jersey, USA. It was incorporated in 1997 for providing business presence in the Americas. NSI operates as a business development and sales hub for the region.

c) Nucleus Software Japan Kabushiki Kaisha

Nucleus Software Japan Kabushiki Kaisha (NSJKB) is based in Tokyo, Japan. It was incorporated in 2001 to expand business in the country. NSJKB operates as a business development and sales hub for Japan. Additionally the subsidiary provides software development services, to the local customers in Japan.

d) VirStra i- Technology Services Ltd.

VirStra i- Technology Services Ltd. is based in Pune, India. It was incorporated in 2004 to provide software development services, targeted at the Japanese market.

e) Nucleus Software Netherlands B.V.

Nucleus Software Netherlands B.V. (NSBV) is based in Amsterdam, The Netherlands. It was incorporated in 2006 for enlarging business presence in the European market. NSBV is a business development and sales hub for Nucleus in Europe.

f) Nucleus Software Ltd.

Nucleus Software Ltd. (NSL) has operations in Jaipur with registered office in New Delhi. It was incorporated in 2008 for facilitating delivery to larger clients through operations in a Special Economic Zone. NSL acquired 17.41 acre of land in the Mahindra World Special Economic Zone, Jaipur and has co-developed a 250-seater facility.

g) Nucleus Software Australia Pty. Ltd.

Nucleus Software Australia Pty. Ltd. (NSA) is based in Sydney, Australia. It was incorporated in 2014 for tapping the growing business opportunities in ANZ region. NSA operates as a business development and sales hub for the region. Additionally the subsidiary provides software development services, to the local customers in Australia.

h) Nucleus Software South Africa Pty. Ltd.

Nucleus Software South Africa Pty. Ltd. (NSSA) is based in Johannesburg, South Africa. It was incorporated in 2015 for tapping the growing business opportunities in South African region. NSSA operates as a business development and sales hub for the region.

i) Avon Mobility Solutions Pvt. Ltd.

Avon Mobility Solutions Pvt. Ltd. is based in Chennai and has very good experience in logistics domain and expertise in developing mobile applications.

Avon Mobility Solutions Pvt. Ltd. became subsidiary of your Company on March 17, 2016.

19. INFRASTRUCTURE

Your Company, along with its subsidiaries, has offices at several locations across the globe. The office space and seating capacity of these offices as on March 31, 2017 is detailed below:

Office Location	Area in Sq. ft.	Seating Capacity - No. of Persons
India		
NOIDA	2,08,122	1,677
Jaipur	22,312	250
Pune	9,573	114
Chennai	8,100	67
New Delhi	4,200	40
Mumbai	3,250	31
Overseas		
Singapore	4,807	61
Dubai, UAE	1,290	17
Tokyo, Japan	735	15
Johannesburg, South Africa	1,605	8
Manila, Philippines	151	2
Jakarta, Indonesia	97	3
London, UK	226	2
Sydney, Australia	130	2
California, USA	100	2
	2,64,698	2,291

NOIDA, New Delhi and Jaipur premises are owned by the Company and its subsidiaries. In Chennai we have two offices, out of which one office is for Avon Mobility Solutions Pvt. Ltd, subsidiary of the Company.

20. QUALITY PROCESSES

Your Company is committed to ensure the highest level of quality for its products and services. The key focus for this year was to synchronize the quality processes with the transformational journey of the organisation and optimize the cost of quality. Process improvement initiatives were centred on 'Process Optimization'. The FinnEdge implementation methodology has been successfully implemented in multiple projects and has started to pay dividends. FinnEdge covers various aspects of the project from 'Value Creation to Value Realization' and from 'Project Discovery' to 'Project Implementation' to 'Project Upgrade'. Additional focus is on increasing product quality by early detection of Risks and Defects.

A dedicated Quality Assurance team handles the process change management, implementation and it's adherence across the organization. The Quality Assurance team monitors quality and productivity improvements through audits and dashboard reporting.

21. BRAND VISIBILITY

In FY 2017, your Company continued to grow its marketing operations and activities in support of its strategic aspirations.

During the year, the Company moved forward on its agenda of growth into new markets around the world by establishing

Directors' Report

brand awareness and generating demand from focused target segments. Your Company is continually investing in marketing, with the below objectives:

- **Ensure** that your Company is known to provide high **quality, innovative** lending and transaction banking solutions to the target markets.
- **Establish** your Company as an Industry Thought Leader.
- **Equip** the sales team fully with the material and **tools required** to sell the product or service they represent.

Industry Interactions

To showcase our expertise and product offerings, your Company continued to participate in the leading industry events and business forums worldwide.

In Europe, we exhibited at 'Sibos 2016', the world's premier financial services event in Geneva and engaged in insightful discussions with leading bankers on the key trends that are shaping the transaction banking Industry. In Africa, we sponsored the '3rd Annual West Africa International Retail Banking Dialogue 2016' in Nigeria, organized by The Asian Banker in Nigeria. PaySe, our offline digital cash solution, showcased its offering at the 'Cards & Payments 2016' in Kenya. We also hosted leading bank executives for an exclusive round table on 'Adapting to the Pace of Change' in Australia. We participated in the 'Australian Retail Banking Summit 2016', organized by the RFI Group in partnership with Asia-Pacific Banking & Finance (AB+F). In Las Vegas, USA, we presented our views on 'Unleashing the High-Tech Power of the Underbanked' at Digital Money Forum at CES (Consumer Electronics Show). In the Middle East, we participated in the 'Islamic Banking Forum' organized by the RFI Group at Dubai. In South East Asia, we participated in the 'Asian Banking and Finance Retail Banking & Wholesale Banking Awards 2016' in Singapore. In India, we organized a focused roundtable discussion around 'Shaping the future of lending for NBFCs' in association with Dun & Bradstreet and Amazon Web Services.

Digital Presence & Visibility

Your Company continued to build its presence in traditional media as well as on social media channels. Media activities continued with interactions with worldwide media including television, print, wires and online portals and source exclusive media opportunities in various geographies such as Australia, Africa, Middle East and India. Social media has been a focus area, covering a wide range of brand activities and our successes. The Company used social media primarily for activities involving thought leadership blogs, articles, press releases, customer video testimonials and other business content marketing purposes.

22. HUMAN RESOURCE MANAGEMENT

Your Company is determined to accelerate its growth story by corresponding to the changing needs of diverse workgroup by fostering an engaging work environment, to constantly build the unique capabilities and skills of the people.

The global employee strength of the Company, at the end of FY 2017, was 1,665.

During the year, there were launches of various organization-wide HR initiatives to ensure high-performing and engaged workforce, like:

1. **Delivering Business Excellence** – Frequent connect sessions with associates largely targeting the high potentials
 - a. Gathering insights about the workplace, culture & opportunities offered & sharing them with the business for preventive action
 - b. Acting as strategic business partner by regularly sharing HR metrics in the form of dashboard
2. **Employee Assist** – Conceptualize & execute suitable interventions to keep associates motivated
 - a. Revamping referral program to attract talent from the industry
 - b. Aligning the annual performance management process (NucEDGE17) to the industry standards by moving away from forced distribution
 - c. Working with legal team to protect IP of the organization through proactive intervention & case management
 - d. Launch of day care in Nucleus Software premises

Going forward, your Company's focus lies in creating a performance-based culture, driven by clear career development plan for each employee. Going forward, the HR roadmap will also focus on 'Collaboration & Acceleration' to stimulate our strategic growth through employee empowerment to make it a great place to work for.

23. CORPORATE GOVERNANCE

We, at Nucleus, believe that good and effective Corporate Governance is critical to achieve corporate vision and mission of the organization; it is more of an organizational culture than a mere adherence to rules and regulations. Law alone cannot bring changes and transformation, and voluntary compliance both in form and in substance plays an important role in developing good Corporate Governance.

Your Company has established and maintained a strong ethical environment, overseen by Board of Directors, where 6 out of 9 Directors are Independent. The Company practices and policies reflect true spirit of Corporate Governance initiatives.

Your Company is in compliance of all mandatory requirements of Corporate Governance as stipulated as per Securities and Exchange Board of India (Listing Obligations and Disclosure) Regulations 2015. Compliance status is provided in the Corporate Governance section of the Annual Report. A certificate issued by the Statutory Auditors of the Company under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure) Regulations 2015, confirming compliance of the conditions of Corporate Governance, is provided as Annexure C to this Directors' Report. The auditors' certificate for fiscal 2017 does not contain any qualifications, reservations or adverse remark.

A detailed report on Corporate Governance for the year forms part of this Annual Report.

Directors' Report

24. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

In accordance with the provisions of the Companies Act 2013 and the Articles of Association of the Company, Mr. Vishnu R Dusad, Managing Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

Mr. Janki Ballabh, Mr. Prithvi Haldea, Prof. Trilochan Sastry, Mr. N. Subramaniam, Mr. S. M. Acharya and Mrs. Elaine Mathias are Independent Directors as per the Companies Act, 2013, not liable to retire by rotation, to hold office for five consecutive years. They have submitted a declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as Independent Director during the year.

During the year, the Board of Directors on the recommendation of Nomination and Remuneration/Compensation Committee, appointed Ms. Ritika Dusad as a Non-Executive Director (Additional Director) of the Company on July 20, 2016.

The resolution seeking approval of the members for the appointment of Ms. Ritika Dusad as a Non-Executive Director, liable to retire by rotation was incorporated in the Postal Ballot Notice dated April 25, 2017. The Company has received a notice under Section 160 of the Companies Act, 2013 along with the requisite deposit proposing the appointment of Ms. Ritika Dusad.

Mr. Vishnu R Dusad, CEO and Managing Director, had been reappointed as Managing Director w.e.f January 1, 2017 for a period of 5 years. His present term expires on December 31, 2021.

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Pursuant to provisions of Section 203 of the Companies Act, 2013, Mr. Vishnu R Dusad, Managing Director & CEO, Mr. Ashish Nanda, Chief Financial Officer and Ms. Poonam Bhasin, Company Secretary are the Key Managerial Personnel of the Company as on March 31, 2017.

25. BOARD EVALUATION

The Board of Directors carried out an annual evaluation of its own performance and performance of the Chairman, Board committees and individual Directors pursuant to the provisions of the Companies Act 2013 and the Corporate Governance requirements under Regulation 25 (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure) Regulations 2015.

The Board, along with the Nomination and Remuneration/Compensation Committee, developed and adopted the criteria and framework for the evaluation of each of the Directors and of the Board and its Committees.

The evaluation was then conducted as per the approved process (explained in detail in the Report on Corporate Governance of this Annual report). The Chairman of the Committee also had interactions with each of the Directors and sought their feed-

back and suggestions on the overall Board Effectiveness and Directors performance.

In addition, pursuant to the provisions of Schedule IV to the Companies Act, 2013 the Independent Directors reviewed the performance of the Non-Independent Directors and of the Board as a whole, performance of the Chairman of the Board taking into account the views of all the Directors, and the quality, quantity and timeliness of flow of information between the Company management and the Board and its sufficiency for the Board to effectively perform its duties.

The Chairman placed the Evaluation Summary before the committee members. The same was discussed in detail, and the members recorded their satisfaction.

26. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The primary responsibility of the Nomination and Remuneration/Compensation Committee (NRC) is to identify and nominate suitable candidates for Board membership. The Committee also formulate policies relating to the remuneration of Directors, Key Managerial Personnel and other senior employees of the Company.

The Committee, while evaluating potential candidates for Board membership, considers a variety of personal attributes, including experience, intellect, foresight, judgment and transparency, and match these with the requirements set out by the Board. The basic responsibilities of NRC with regard to Directors' appointment are as follows:

- Recommending desirable changes in Board size, composition, Committee structure and processes, and other aspects of the Board's functioning;
- Formulating criteria for determining qualifications, positive attributes and Independence of a Director;
- Conducting search and recommending new Board members in light of resignation of current members or a planned expansion of the Board;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The policy of the Company for selection of Directors is provided as Annexure D and Remuneration Policy for Directors, Key Managerial Personnel and other employees is provided as Annexure E to this Directors' Report.

27. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure) Regulations 2015.

28. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTOR'S

The details of programmes for familiarisation of Independent Directors with the Company, their roles, rights, responsibilities

Directors' Report

in the Company, nature of the industry in which the Company operates, business model of the Company and related matters can be accessed on the Company website link : <http://www.nucleussoftware.com/investors>.

29. MEETINGS OF THE BOARD OF DIRECTORS

The Board met 9 times during the year. The details are provided in the Report on Corporate Governance, a part of this Annual Report.

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the Report on Corporate Governance, a part of this Annual Report.

The Composition of Board Committees as on March 31, 2017 is as follows:

Memberships across Board Committees				
	Audit Committee	Nomination & Remuneration / Compensation Committee	Stakeholder Relationship Committee	Corporate Social Responsibility Committee
Mr. Janki Ballabh		✓		
Mr. Vishnu R Dusad			✓	✓
Mr. S. M. Acharya	✓			✓
Mr. Prithvi Haldea	✓	✓	✓	✓
Mrs. Elaine Mathias	✓	✓		
Prof. Trilochan Sastry	✓	✓	✓	✓
Mr. N. Subramaniam	✓			

31. VIGIL MECHANISM

The Company has a well established whistle blower policy as part of vigil mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of conduct or ethics policy. This mechanism also provides for adequate safeguards against victimization of Director(s)/employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

32. SIGNIFICANT AND MATERIAL ORDERS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

33. RISK MANAGEMENT POLICY

The Company has developed and implemented a 'Risk Management Policy' that includes identification of elements of risk, which in the opinion of the Board may threaten the existence of the Company. Risk Management Report forms a part of this Annual Report.

34. ADDITIONAL INFORMATION TO SHAREHOLDERS

Detailed information to the shareholders is provided in the Shareholders' Referencer, a part of this Annual Report.

35. AUDITORS

Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act

30. COMMITTEES OF THE BOARD

There are four Committees of the Board as on March 31, 2017, as follows:

- Audit Committee
- Nomination and Remuneration/Compensation Committee
- Stakeholder Relationship Committee
- Corporate Social Responsibility Committee

2013 and the rules framed thereafter, M/s BSR and Co., LLP, Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the Annual General Meeting (AGM) of the Company held on July 8, 2016 until the conclusion of Annual General Meeting of the Company to be held in Calendar year 2021, subject to ratification of their appointment at every AGM.

M/s BSR and Co, LLP, Chartered Accountants have furnished a certificate of their eligibility as per Section 141 of the Companies Act, 2013

The Statutory Auditors have submitted the Auditors' Report for the year ended March 31, 2017 which is self explanatory and does not call for any further comments from the Board of Directors.

Secretarial Auditor

As per the Companies Act 2013, Secretarial Audit by a practicing Company Secretary has become mandatory for prescribed companies, and they are required to annex the Secretarial Audit report with their Board Report in the Annual Report. We are pleased to inform that your Company, as a voluntary practice, has been getting Secretarial Audit done for the past several years and also reporting it in the Annual Report.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board appointed, Sanjay Grover & Associates, Practising Company Secretaries to undertake the Secretarial Audit of the Company. Secretarial Audit Report in the prescribed Form MR 3, is provided as Annexure F

Directors' Report

to this Directors' Report. The Secretarial Auditors' Report does not contain any qualification, reservation or adverse remark.

The Company also adheres to the various Secretarial Standards issued by the Institute of Companies Secretaries of India.

36. INTERNAL FINANCIAL CONTROLS

Your Company has in place adequate internal financial controls with reference to the financial statements.

M/s BSR and Co, LLP, the statutory auditors of the Company, has audited the financial statements included in this annual report and has issued an attestation report on our internal control over financial reporting (as defined in Section 143 of Companies Act 2013).

37. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Inclusive growth and sustainable development are strong pillars of your Company's responsible corporate citizenship and are a part of the core values and driving force for many of its initiatives. The Company believes that responsible investments in this regard will generate long term value for all the stakeholders.

In accordance with requirements of The Companies Act 2013, the Company has a Corporate Social Responsibility Committee comprising of a majority of Independent Directors and chaired by an Independent Director. Prof. Trilochan Sastry is the Chairman of the Committee and Mr. Vishnu R Dusad, Mr. Prithvi Haldea and Mr. S. M. Acharya are the other members. The Committee framed and recommended a CSR Policy to the Board for adoption and instituted a transparent monitoring mechanism for ensuring implementation of the projects / activities to be undertaken by the Company.

The CSR Policy may be accessed on the Company website link: <http://www.nucleussoftware.com/investors>.

Your Company has set up Nucleus Software Foundation, a Trust for the purposes of undertaking CSR activities of the Company. This Foundation, established in 2014 as a Section 25 Company, works towards its stated mission: "Empowering underprivileged with essence of education and thereby better livelihood and better life".

During the year under review, the Foundation continued working towards its aim to take technology aid for enabling Quality Education at the bottom of pyramid. It has continued its efforts on the projects, to support the education for the underprivileged children by use of digital games in app format for better engagement and assessments.

The schools which were selected for the pilot run were for the underprivileged children, managed by NGOs and located in the NCR area. During the year, the schools outside NCR area were also selected for the project.

The other CSR initiatives undertaken by the Foundation during the year are:

- Sponsor of college and hostel fees of two students of IIT Roorkee.

- Funding for health assistance facilities
- Funding for skill development

During the year, the Company contributed ₹ 1.10 crore, as a mandatory requirement, towards CSR activities to the Foundation. Out of this, the Foundation expended ₹ 0.93 crore. The Foundation is still in the process of stabilizing the initiative of digital education for making it a long-term project and as such there is a shortfall of ₹ 0.17 crore in the expenditure. The Annual Report on CSR activities is provided as Annexure G to this Directors' Report.

38. EMPLOYEE STOCK OPTION PLAN (ESOP)

Currently, there is only one ESOP scheme prevalent in the Company; ESOP scheme - 2015 (instituted in 2015). As per ESOP scheme 2015, equity shares would be transferred to eligible employees on exercise of options through Nucleus Software Employee Welfare Trust, which is established to carry out activities for the benefit and welfare of its Employees by launching various Schemes in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

Details of ESOP as per the provisions of Companies Act, 2013 and Rules made there under are as follows:

Particulars	2015 Plan
(a) Total number of options under the Plan	500,000
(b) Pricing formula	100% of the Fair Market Price as on date of grant
(c) Options granted during the year	—
(d) Options vested as of March 31, 2017	—
(i) Options exercised during the year	—
(ii) Total number of shares arising as a result of exercise of above options during the year	—
(e) Options forfeited during the year	—
(f) Option lapsed during the year	—
(g) Variation of terms of options during the year	—
(h) Amount realized by exercise of options during the year	—
(i) Total number of options in force as on March 31, 2017	—

During the year, no stock options were granted to any employee under the above-mentioned ESOP plan and therefore no calculations are required to be made or reported regarding difference between intrinsic value and fair market value of ESOPs granted.

39. PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the prescribed format and annexed herewith as Annexure J to this Report.

Directors' Report

40. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to as per Section 134 (5) of the Companies Act, 2013, the Directors confirm that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the

Company, work performed by the internal, statutory and secretarial auditors, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by the management, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2016-17.

41. EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company in the prescribed Form MGT-9, is provided as Annexure H to this Directors' Report.

42. ACKNOWLEDGEMENTS

Your Directors would like to place on record their gratitude for the co-operation received from the Government of India, State Governments of Delhi, Uttar Pradesh and Rajasthan, Customs and Excise Departments, Department of Scientific and Industrial Research (Ministry of Science and Technology), Software Technology Park-Noida, Software Technology Park-Pune, Special Economic Zone authorities and other government agencies.

Your Directors would also like to thank the Company's customers, bankers, vendors, partners and shareholders for their continued support to the Company. In specific, the Board would like to put on record its sincere appreciation of the commitment and contribution made by all employees of the Company.

For and on behalf of the Board of Directors

**New Delhi
April 25, 2017**

**Janki Ballabh
Chairman**

Directors' Report

ANNEXURES TO THE DIRECTORS' REPORT

- Annexure A** Particulars of contracts or arrangements with related parties in Form AOC-2
- Annexure B** Salient features of the financial statement of subsidiaries in Form AOC-1
- Annexure C** Certificate by Statutory Auditors confirming compliance of the conditions of Corporate Governance
- Annexure D** Policy for selection of Directors
- Annexure E** Remuneration Policy for Directors, Key Managerial Personnel and other employees
- Annexure F** Secretarial Audit Report in Form MR 3
- Annexure G** Annual Report on CSR activities
- Annexure H** Extract of Annual Return of the Company in the prescribed Form MGT-9
- Annexure I** Conservation of Energy, Research and Development, Technology Absorption and Foreign Exchange Earnings and Outgo
- Annexure J** Disclosures pertaining to remuneration under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Annexure A

FORM - AOC - 2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis-

There were no contracts or arrangements entered by the Company during FY 2016-17 which were not at arm's length.

2. Details of material contracts or arrangement or transactions at arm's length basis-

The transactions /entered into by the Company with related parties were at arm's length but were not material.

- (a) Name(s) of the related party and nature of relationship: N.A
- (b) Nature of contracts/arrangements/transactions: N.A
- (c) Duration of the contracts/arrangements/transactions: N.A
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A
- (e) Date(s) of approval by the Board, if any: N.A
- (f) Amount paid as advances, if any: N.A

For and on behalf of the Board of Directors

New Delhi
April 25, 2017

Janki Ballabh
Chairman

Annexure B

FORM AOC -1

Statement containing salient features of the financial statement of subsidiaries

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

A statement containing the salient features of the financial statement of our subsidiaries in the prescribed Form AOC-1 is attached at the end of consolidated financial statements of the Company.

INDEPENDENT AUDITOR'S CERTIFICATE

To the Members of
Nucleus Software Exports Limited

1. This report is issued in accordance with the terms of our agreement dated 05 April 2017.
2. We have examined the compliance of conditions of Corporate Governance by Nucleus Software Exports Limited ("the Company"), for the year ended 31 March 2017, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V.

Management's Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management.

Auditors' Responsibility

4. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Service Engagements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and C, D and E of Schedule V of the Listing Regulations, as applicable, during the year ended 31 March 2017.
8. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restrictions on use

9. This Certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For B S R & Associates LLP
Chartered Accountants
Firm Registration No: 116231W/W-100024

Place: New Delhi
Date : 25 April 2017

Sd/-
RAKESH DEWAN
Partner
Membership No: 092212

POLICY FOR SELECTION OF DIRECTORS

A. OBJECTIVE

The objective of this Policy is to promote an optimal structure of the Board of Directors of Nucleus Software Exports Ltd. (the Company), to encompass varied expertise, diversity and independence .

B. DEFINITIONS

1. **"The Policy"** means Policy for selection of Directors of the Company.
2. **"The Board"** means Board of Directors of the Company.
3. **"The Act"** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
4. **"The Committee"** means the Nomination and Remuneration Committee of the Company as constituted by the Board, in accordance with the Act and applicable listing agreements and/or regulations.
5. **"Directors"** means Directors of the Company
6. **"Independent Director"** means a Director appointed as such in accordance with the requirements laid down by the Companies Act, 2013 and applicable rules and regulations of Clause 49 of the Listing Agreement, including amendments thereto.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 and Rules made there under as amended from time to time shall have the meaning respectively assigned to them therein.

C. RESPONSIBILITY FOR SELECTION

The Board has established a Nomination and Remuneration/Compensation Committee (the Committee) to assist in fulfilling its responsibilities relating to the size and composition of the Board. The Committee is responsible for evaluating suitable candidates, for making appropriate recommendations to the Board and to determine the independence of Directors , in case of their appointment as Independent Directors of the Company.

D. PROCEDURE FOR NOMINATION, SELECTION AND APPOINTMENT OF DIRECTORS

1. Board Initiation

The Board shall continuously assess its current and requisite strengths and enumerate the desired composition of the Board in line with the Company's strategic priorities. The Board shall interact with the Committee when ever there is a need for induction of new Director/s and shall highlight the attributes of the desirable candidate.

2. Selection Procedure

The Committee shall follow the process as outlined below for shortlisting suitable candidates for appointment as new Directors on the Board:

- a. The Chairman of the Committee, in consultation with its members, shall prepare the candidate profile.
- b. The Board members may suggest some potential candidates. The Chairman of the Committee may seek external professional advice for developing a list of potential candidates for Directorship.
- c. Profiles of the shortlisted potential candidates shall then be examined by the Committee. The Committee, while evaluating the potential candidates, shall consider a variety of personal attributes, including experience, intellect, foresight, judgment and transparency, and match these with the requirements set out by the Board. While screening the potential candidates, the Committee shall necessarily consider the following:
 - (i) Qualifications, skills and experience
 - (ii) Potential contribution of the candidate to the Board /Company
 - (iii) Time commitment that the candidate can provide
 - (iv) Independence of the candidate in case he/she is being appointed as an Independent Director.
- d. After review and interviews, the Committee shall recommend a candidate/s to the Board for its approval
- e. The Board shall discuss the Committee's proposal and either approve the same or request it to find some more candidates.
- f. Before final appointment, the final shortlisted candidates may also be requested to come for a meeting with the Board members.
- g. The proposed candidate shall also be required to fulfill the requirements as may be prescribed under the Act, Listing Agreement and other relevant laws.

- h. The selected candidate shall then be appointed as an Additional Director, subject to ratification by the shareholders.
- i. A formal appointment letter shall be issued by the Company to each new Director, which shall set out the key terms of appointment

E. TERM/TENURE OF A DIRECTOR

1. Managing Director/Whole-Time Director

The Board shall appoint any person as a Managing Director and CEO or Whole-Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term

2. Independent Director

An Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly

F. Policy Review

This Policy is purely at the discretion of the Nomination and Remuneration/Compensation Committee and it reserves its right to recommend modifications in this Policy to the Board, as per applicable laws and regulations, at any time without assigning any reason whatsoever.

Remuneration Policy for Board Members, Key Managerial Personnel and other Employees

A. OBJECTIVE

Nomination and Remuneration/Compensation Committee of the Board, shall recommend this Policy to the Board, relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The objective of this policy is to ensure that :

1. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors
2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
3. Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

B. DEFINITIONS

1. **"The Policy"** means Remuneration Policy For Board Members, Key Managerial Personnel and other Employees
2. **"The Board"** means Board of Directors of the Company.
3. **"The Act"** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
4. **"The Committee"** means the Nomination and Remuneration Committee of the Company as constituted by the Board, in accordance with the Act and applicable listing agreements and/or regulations.
5. **"Directors"** means Directors of the Company
6. **"Independent Director"** means a Director appointed as such in accordance with the requirements laid down by the Companies Act, 2013 and applicable rules and regulations of Clause 49 of the Listing Agreement, including amendments thereto.
7. **"Key Managerial Person"** means key managerial personnel as defined under Section 2(55) of the Companies Act, 2013 and amendments made from time to time and includes the following personnel in the Company :
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary and
 - (iii) the Chief Financial Officer;
7. **"Senior Management"** means personnel of the Company who are members of its management team members excluding the Board of Directors.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 and Rules made there under as amended from time to time shall have the meaning respectively assigned to them therein.

C. REMUNERATION TO EXECUTIVE DIRECTORS

The Remuneration to be paid to Executive Directors shall be governed as per provisions of the Companies Act, 2013 and Rules made there under. The same shall be determined by the Committee and recommended to Board for approval.

1. Remuneration structure of the Executive Directors shall include following components:
 - a. Fixed Pay
 - b. Perquisites and allowances
 - c. Commission
 - d. Stock options
2. The Committee may recommend an increase in existing remuneration structure to the Board, within the limits as approved by shareholders.
3. Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Directors in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

D. REMUNERATION TO NON-EXECUTIVE/INDEPENDENT DIRECTORS

The Remuneration to be paid to Non-Executive/Independent Directors shall be governed as per provisions of the Companies Act, 2013 and Rules made there under. The same shall be determined by the Committee and recommended to Board for approval.

1. Commission-based payment

Non-Executive / Independent Directors of the Company may be paid an amount not exceeding one percent of the net profits of the Company in terms of provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, and as approved by the shareholders.

2. Sitting fee

Non-Executive / Independent Directors of the Company shall be paid a sitting fee for attending the Board as well as the Committee meetings as per the Companies Act, 2013 and Rules made thereunder as amended from time to time

3. Employee Stock Options (ESOP)

An Independent Director shall not be entitled to any stock option of the Company

4. Pension

The Board of Directors of the Company are not covered by any pension scheme or any defined benefit pension scheme.

5. Reimbursement of expenses

The Company shall reimburse the Directors all traveling, hotel, and other incidental expenses properly and reasonably incurred by them in the performance of duties as per provisions of the Companies Act, 2013 in conjunction with the Company rules and policies.

E. REMUNERATION OF KEY MANAGERIAL PERSONNEL (KMP) AND SENIOR MANAGEMENT PERSONNEL

Remuneration of KMP's (excluding the Managing Director and Executive Director, which is already covered above) and Senior management personnel, shall be reviewed /decided on an annual basis, or earlier if deemed necessary, by the Nomination and Remuneration/ Compensation Committee.

The Remuneration shall consist of the following components:

- Fixed remuneration
- Variable pay
- Incentives if any
- Employee Stock Options (ESOP)
- Reimbursement of expenses

F. Policy Review

This Policy is purely at the discretion of the Nomination and Remuneration/Compensation Committee and it reserves its right to recommend modifications in this Policy to the Board, as per applicable laws and regulations, at any time without assigning any reason whatsoever.

MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Nucleus Software Exports Limited
(CIN: L74899DL1989PLC034594)
33-35, Thyagraj Nagar Market,
New Delhi- 110003

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Nucleus Software Exports Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We report that-

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) *The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
 - (e) *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

- (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
(i) The Securities and Exchange Board of India (Listing obligations and Disclosures requirements) Regulations, 2015;

* No event took place under these regulations during the Audit period.

We have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India with which the Company has generally complied with.

During the Audit period, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines.

(vi) The Company is engaged in the business of development and marketing of software product and software services for business entities in the Banking and Financial Services (BFS) vertical having its operating unit(s) located in Noida, Uttar Pradesh which is under the Software Technology Park scheme of the Government of India and in Special Economic Zone in Jaipur, Rajasthan. Further, following are some of the laws which are specifically applicable to the Company, viz.:-

- The Special Economic Zone Act, 2005 and Rules made;
- Information Technology Act, 2000 and Rules made;
- Compliances related to Software Technology Parks of India {an autonomous society registered under the Societies Registration Act 1860};
- Foreign Trade Policy as formulated under Foreign Trade (Development and Regulation) Act, 1992 and Rules made thereunder;

We have checked the compliance management system of the Company to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. We believe that the Audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion. In our opinion and to the best of our information and according to explanations given to us, we believe that the compliance management system of the Company is adequate to ensure compliance of laws specifically applicable to it.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors of the Board Meetings. Agenda and detailed notes on agenda are sent in advance of the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the shareholders of the Company vide postal ballot (result declared on 03rd August, 2016) passed a Special Resolution for Alteration of Object Clause of the Memorandum of Association of Company under Section 13 of the Companies Act, 2013 for providing digital cash solution service(s).

For Sanjay Grover & Associates
Company Secretaries
Firm Registration No. P2001DE052900

Devesh Kumar Vasisht
Partner
CP No. 13700

New Delhi
April 25, 2017

ANNUAL REPORT ON CSR ACTIVITIES

Brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy:

Corporate Social Responsibility (CSR) is a means to balance economic, social and environmental objectives while addressing stakeholder expectations and enhancing shareholder value. It is a responsible way of doing business.

The objective of CSR framework at Nucleus is to encourage the stakeholders to have a more meaningful engagement with the business rather than the often-prevalent one-sided expectation driven engagement.

Your Company has set up Nucleus Software Foundation, a Trust for the purposes of undertaking CSR activities of the Company.

The CSR Policy may be accessed on the Company website link: <http://www.nucleussoftware.com/investors>.

As per the CSR Policy, the objective of CSR will be achieved through concentrated and dedicated initiatives/projects encompassing the following identified core areas:

Education –

- o To encourage the development of human capital of the country by expanding human capabilities through skills development, vocational training etc. and by promoting excellence in identified cultural fields.
- o Including special education and employment enhancing vocation skills specially among children, women, elderly, and differently abled and livelihood enhancement projects
- o Providing basic computer based literacy programs for unprivileged children in nearby villages
- o Assisting in providing better infrastructural facilities to schools for construction/renovation/repair of hostels, school buildings, classrooms etc.

Health & Medical Care –

- o Promoting preventive health care measures
- o Assisting in providing better infrastructural facilities to MedicalCentres/Hospitals/Dispensaries etc.
- o Actively supporting healthcare programmes of nearby localities.

Community at large –

- o Setting up homes and hostels for women, orphans, setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
- o Promote employment opportunities for differently abled persons.
- o Development of rural based projects

Environment

- o Promote ecological balance, protection of flora and fauna, animal welfare, conservation of natural resources and maintaining quality of soil, air and water.
- o Promoting recycling waste for energy production and installation of solar panels.

Focus areas :

During the year under review, the Foundation worked towards its aim to take technology aid for enabling Quality Education at the bottom of pyramid. It continued its focus on the project to support the education for the underprivileged children by use of digital games in app format for better engagement and assessments, initiated in previous year.

The schools which were selected for the pilot run were for underprivileged children, managed by NGO's and also Government run schools located in NCR area. During the year many schools outside NCR area were also included in this project. The Foundation distributed tablets with digital content of subjects like Maths and English for students of standard I to V in the selected schools, the main objective being to improve the learning skills of children from primary classes.

The other CSR initiatives undertaken by the Foundation during the year are:

- Sponsor of college and hostel fees of two students of IIT Roorkee.
- Funding for health assistance facilities
- Funding for skill development

CSR committee: In accordance with the requirements of Companies Act 2013, the Company has a Corporate Social Responsibility Committee comprising of a majority of Independent Directors and chaired by an Independent Director. The CSR Committee comprises of Prof. Trilochan Sastry- Chairman of Committee, Mr. Vishnu R Dusat , Mr. Prithvi Haldea and Mr. S. M. Acharya.

Average net profit of the Company for last three financial years for the purpose of computation of CSR:

As per the Section 135 of the Companies Act, 2013 and Rules made thereunder, the Company is required to mandatorily spend at least two per cent of the average net profits of the Company made during the three immediately preceding financial years, on prescribed CSR activities.

Particulars	Amount in ₹ crore
a. Average net profits of the Company for the last three financial years	55.04
b. Prescribed CSR expenditure (2% of average net profits as above)	1.10
Details of CSR expenditure during the financial year (FY 16-17)	
c. Amount contributed to Nucleus Software Foundation by the Company	1.10
d. Amount spent by Nucleus Software Foundation	0.93
e. Amount unspent for financial year (FY 16-17) (b-c)	0.17

The manner in which the amount was spent during the financial year is detailed as below:

CSR project or activity	Sector in which the project is covered	Location of the Projects / programs	Amount outlay (budget) (in ₹ crore)	Amount spent on the projects or programs (in ₹ crore)	Cumulative expenditure upto the reporting period (in ₹ Crore)	Amount spent: Direct or through implementing agency
Expenditure on Project /Programme						
Enabling Quality Education	Promoting education	Delhi and surrounding areas	0.75	0.75	0.75	Through Nucleus Software Foundation
Educational assistance	Promoting education	IIT Roorkee	0.07	0.07	0.07	Through Nucleus Software Foundation
Skill development work	Livelihood promotion	Chennai	0.04	0.04	0.04	Through Nucleus Software Foundation
Healthcare Assistance	Assistance in healthcare promotion	Faridabad, Haryana	0.05	0.05	0.05	Through Nucleus Software Foundation
Administration expenses	Overheads		0.02	0.02	0.02	Through Nucleus Software Foundation
Total			0.93	0.93	0.93	

Reasons for not spending the prescribed amount

The Foundation is in the process of stabilizing the initiative of digital education for making it a long term project. There was a shortfall of ₹ 0.17 crore in the expenditure done on CSR activities with regard to the amount mandated as per law.

Responsibility statement of the CSR committee

We hereby declare that implementation and monitoring of the CSR policy is in compliance with CSR objectives and policy of the Company.

We thank the Trustees of the Foundation who devoted their time and efforts in planning, guiding and monitoring the CSR activities.

Sd/-

Vishnu R Dusad

(Managing Director & CEO)

Sd/-

Prof. Trilochan Sastry

(Chairman CSR Committee)

EXTRACT OF ANNUAL RETURN FORM - MGT 9

As on the financial year ended on 31st March 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:	
(i) CIN	L74899DL1989PLC034594
(ii) Registration Date	January 9, 1989
(iii) Name of the Company	Nucleus Software Exports Limited
(iv) Category / Sub-Category of the Company	Category - Public Limited Company / Company Limited by Shares Sub-Category – Indian Non- Government Company
(v) Address of the Registered office and contact details	33- 35, Thyagraj Market, New Delhi – 110003 Tel :- 011 – 24627552
(vi) Whether listed company Yes / No	Yes
(vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computer Share Pvt. Ltd. Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India Tel: 040-23420815-18 Fax: 040-23420814 mailmanager@karvy.com
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	
All the business activities contributing 10 % or more of the total turnover of the company shall be stated	As per Annexure H 1
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	As per Annexure H 2
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)	
i) Category-wise Share Holding	As per Annexure H 3
ii) Shareholding of Promoters	As per Annexure H 4
iii) Change in Promoters' Shareholding	As per Annexure H 5
iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Annexure H 6
v) Shareholding of Directors and Key Managerial Personnel	As per Annexure H 7
V. INDEBTEDNESS	
Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Annexure H 8
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
i) Remuneration to Managing Director, Whole-time Directors and/or Manager:	As per Annexure H 9
ii) Remuneration to other Directors	As per Annexure H 10
iii) Remuneration to Key Managerial Personnel other than MD/Manager/WTM	As per Annexure H 11
VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES	As per Annexure H 12

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Products	620	93%
2	Projects & Services	620	07%

Annexure H 2

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Nucleus Software Limited 33-35, Thyagraj Market, New Delhi – 110003	U74120DL2008PLC176975	Subsidiary	100%	2(87) (ii)
2	Virstra i-Technology Services Limited 33-35, Thyagraj Market, New Delhi – 110003	U72200DL2004PLC126213	Subsidiary	100%	2(87) (ii)
3	Nucleus Software Solutions Pte. Ltd. 300, Tampines Avenue-5 # 04-06, Tampines Junction, Singapore-529653	N. A	Subsidiary	100%	2(87) (ii)
4	Nucleus Software Japan Kabushiki Kaisha Mitsubishi Building 11F, 5-2 Marunouchi, 2 Chome Chiyoda Ku Tokyo 100-0005 Japan	N. A	Subsidiary	100%	2(87) (ii)
5	Nucleus Software Inc. 505, Thornall State, Suite 401, Edison, NJ 08837 USA	N. A	Subsidiary	100%	2(87) (ii)
6	Nucleus Software Netherlands B.V. Cuserstraat 93, Floor 2 and 3, Amsterdam, 1081 CN. Netherlands	N. A	Subsidiary	100%	2(87) (ii)
7	Nucleus Software Australia Pty. Ltd. Suite 4, 96-98 Wigram Street Harris Park, NSW 2150, Australia	N. A	Subsidiary	100%	2(87) (ii)
8	Nucleus Software South Africa (Pty) Ltd. 1st Floor, Longpoint Office Park Cnr Montecasino Blvd & Witkoppen Rd Fourways Johannesburg, 2191, South Africa	N. A	Subsidiary	100%	2(87) (ii)
9	Avon Mobility Solutions Private Limited No:07, M V Naidu Street, Ground and First Floor, Chetpet, Chennai-600031	U72900TN2007PTC063505	Subsidiary	96%	2(87) (ii)

IV SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholder	No. of shares held at the beginning of the year (as on April 1, 2016)				No. of shares held at the end of the year (as on March 31, 2017)				% change during the year
	Demat	Physical	total	% of total shares	Demat	Physical	Total	% of total shares	
(A) PROMOTER AND PROMOTER GROUP									
(1) INDIAN									
(a) Individual /HUF	7,633,984	—	7,633,984	23.57	7,633,984	—	7,633,984	23.57	—
(b) Central Government/State Government(s)	—	—	—	—	—	—	—	—	—
(c) Bodies Corporate	11,997,882	—	11,997,882	37.05	11,997,882	—	11,997,882	37.05	—
(d) Financial Institutions / Banks	—	—	—	—	—	—	—	—	—
(e) Others	—	—	—	—	—	—	—	—	—
Sub-Total A(1):	19,631,866	—	19,631,866	60.62	19,631,866	—	19,631,866	60.62	—
(2) FOREIGN									
(a) Individuals (NRIs/Foreign Individuals)	—	—	—	—	—	—	—	—	—
(b) Bodies Corporate	—	—	—	—	—	—	—	—	—
(c) Institutions	—	—	—	—	—	—	—	—	—
(d) Qualified Foreign Investor	—	—	—	—	—	—	—	—	—
(e) Others	—	—	—	—	—	—	—	—	—
Sub-Total A(2):	—	—	—	—	—	—	—	—	—
Total A=A(1)+A(2)	19,631,866	—	19,631,866	60.62	19,631,866	—	19,631,866	60.62	—
(B) PUBLIC SHAREHOLDING									
(1) INSTITUTIONS									
(a) Mutual Funds /UTI	407,507	1,000	408,507	1.26	407,507	1,000	408,507	1.26	—
(b) Financial Institutions /Banks	93,134	—	93,134	0.29	44,375	—	44,375	0.14	0.15
(c) Central Government / State Government(s)	—	—	—	—	—	—	—	—	—
(d) Venture Capital Funds	—	—	—	—	—	—	—	—	—
(e) Insurance Companies	—	—	—	—	—	—	—	—	—
(f) Foreign Institutional Investors	2,863,669	—	2,863,669	8.84	2,750,689	—	2,750,689	8.49	0.35
(g) Foreign Venture Capital Investors	—	—	—	—	—	—	—	—	—
(h) Qualified Foreign Investor	—	—	—	—	—	—	—	—	—
(i) Others	—	—	—	—	—	—	—	—	—
Sub-Total B(1):	3,364,310	1,000	3,365,310	10.39	3,202,571	1,000	3,203,571	9.89	0.50
(2) NON-INSTITUTIONS									
(a) Bodies Corporate	881,068	1,400	882,468	2.73	872,440	1,400	873,840	2.70	0.03
(b) Individuals									
(i) Individuals holding nominal share capital upto ₹ 1 lakh	4,569,935	115,146	4,685,081	14.47	4,839,821	111,359	4,951,180	15.29	(0.82)
(ii) Individuals holding nominal share capital in excess of ₹ 1 lakh	3,103,635	12,000	3,115,635	9.62	2,946,022	12,000	2,958,022	9.13	0.49
(c) Others									
CLEARING MEMBERS	58,404	—	58,404	0.18	91,134	—	91,134	0.28	(0.10)
NON RESIDENT INDIANS	628,360	8,000	636,360	1.97	595,118	8,000	603,118	1.86	0.10
NRI NON-REPATRIATION	—	—	—	0.00	67,143	—	67,143	0.21	(0.21)
TRUSTS	8,600	—	8,600	0.03	3,850	—	3,850	0.01	0.01
(d) Qualified Foreign Investor	—	—	—	0.00	—	—	—	—	—
Sub-Total B(2):	9,250,002	136,546	9,386,548	28.99	9,415,528	132,759	9,548,287	29.48	(0.50)
Total B=B(1)+B(2) :	12,614,312	137,546	12,751,858	39.38	12,618,099	133,759	12,751,858	39.38	0.00
Total (A+B) :	32,246,178	137,546	32,383,724	100.00	32,249,965	133,759	32,383,724	100.00	0.00
(C) Shares held by custodians, against which Depository Receipts have been issued									
(1) Promoter and Promoter Group	—	—	—	—	—	—	—	—	—
(2) Public	—	—	—	—	—	—	—	—	—
GRAND TOTAL (A+B+C):	32,246,178	137,546	32,383,724	100.00	32,249,965	133,759	32,383,724	100.00	—

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2016)			Shareholding at the end of the year (as on March 31, 2017)			
		No. of Shares	% of total Shares	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares	% of Shares Pledged / encumbered to total Shares	% change in shareholding during the year
1	KARMAYOGI HOLDINGS PRIVATE LTD	9,000,000	27.79	—	9,000,000	27.79	—	—
2	NUCLEUS SOFTWARE ENGINEERS PVT LTD	2,385,882	7.37	—	2,385,882	7.37	—	—
3	MADHU DUSAD	3,066,248	9.47	—	3,066,248	9.47	—	—
4	VISHNU R DUSAD	1,603,492	4.95	—	1,603,492	4.95	—	—
5	KRIKA DUSAD	1,000,000	3.09	—	1,000,000	3.09	—	—
6	RITIKA DUSAD	1,000,000	3.09	—	1,000,000	3.09	—	—
7	YOGESH ANDLAY	863,534	2.67	—	863,534	2.67	—	—
8	NUCLEUS SOFTWARE WORKSHOP PRIVATE LIMITED	600,000	1.85	—	600,000	1.85	—	—
9	NAVEEN KUMAR	72,952	0.23	—	72,952	0.23	—	—
10	SUMAN MATHUR	27,758	0.09	—	27,758	0.09	—	—
11	CARD SYSTEMS PRIVATE LIMITED	12,000	0.04	—	12,000	0.04	—	—

Annexure H 5

iii. Change in Promoters' Shareholding

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year, as on April 01, 2016/end of the year March 31, 2017			Increase /Decrease in share holding		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the company
1	Karmayogi Holdings Private Ltd	9,000,000	27.79	01/04/2016				
		9,000,000	27.79	31/03/2017	—	Nil movement	9,000,000	27.79
2	Nucleus Software Engineers Pvt Ltd	2,385,882	7.37	01/04/2016				
		2,385,882	7.37	31/03/2017	—	Nil movement	2,385,882	7.37
3	Madhu Dusad	3,066,248	9.47	01/04/2016				
		3,066,248	9.47	31/03/2017	—	Nil movement	3,066,248	9.47
4	Vishnu R Dusad	1,603,492	4.95	01/04/2016				
		1,603,492	4.95	31/03/2017	—	Nil movement	1,603,492	4.95
5	Ritika Dusad	1,000,000	3.09	01/04/2016				
		1,000,000	3.09	31/03/2017	—	Nil movement	1,000,000	3.09
6	Kritika Dusad	1,000,000	3.09	01/04/2016				
		1,000,000	3.09	31/03/2017	—	Nil movement	1,000,000	3.09
7	Yogesh Andlay	863,534	2.67	01/04/2016				
		863,534	2.67	31/03/2017	—	Nil movement	863,534	2.67
8	Nucleus Software Workshop Private Limited	600,000	1.85	01/04/2016				
		600,000	1.85	31/03/2017	—	Nil movement	600,000	1.85
9	Naveen Kumar	72,952	0.23	01/04/2016				
		72,952	0.23	31/03/2017	—	Nil movement	72,952	0.23
10	Suman Mathur	27,758	0.09	01/04/2016				
		27,758	0.09	31/03/2017	—	Nil movement	27,758	0.09
11	Card Systems Private Limited	12,000	0.04	01/04/2016				
		12,000	0.04	31/03/2017	—	Nil movement	12,000	0.04

iv. Shareholding Pattern of top ten Shareholders

(other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year, as on April 01, 2016/end of the year March 31, 2017			Increase /Decrease in share holding		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the company
1	Fidelity Puritan Trust-Fidelity Low-Priced Stock F	2,200,000	6.79	01/04/2016			2,200,000	6.79
				31/03/2017			2,200,000	6.79
2	Arun Jain	625,124	1.93	01/04/2016			625,124	1.93
				31/03/2017			625,124	1.93
3	ICICI Prudential Technology Fund	407,507	1.26	01/04/2016			407,507	1.26
				22/04/2016	407,507	Purchase	815,014	2.52
				22/04/2016	407,507	Sale	407,507	1.26
				31/03/2017			407,507	1.26
4	Dhananjaya Dvivedi	312,000	0.96	01/04/2016			312,000	0.96
				31/03/2017			312,000	0.96
5	B N Nagamani	310,000	0.96	01/04/2016			310,000	0.96
				16/12/2016	100,000	Sale	210,000	0.65
				31/03/2017			210,000	0.65
6	Prakash Purushottam Pai	242,410	0.75	01/04/2016			242,410	0.75
				06/05/2016	189	Sale	242,221	0.75
				13/05/2016	1,200	Sale	241,021	0.74
				27/05/2016	1,134	Sale	239,887	0.74
				24/06/2016	4,000	Sale	235,887	0.73
				30/06/2016	9,453	Sale	226,434	0.70
				25/11/2016	11,425	Sale	215,009	0.66
				02/12/2016	6,090	Sale	208,919	0.65
				09/12/2016	5,000	Sale	203,919	0.63
				13/01/2017	9,000	Sale	194,919	0.60
				20/01/2017	2,000	Sale	192,919	0.60
				03/03/2017	2,398	Sale	190,521	0.59
				31/03/2017			190,521	0.59
7	Arun Sekhar Aran	175,092	0.54	01/04/2016			175,092	0.54
				31/03/2017			175,092	0.54
8	Vinita Aran	166,456	0.51	01/04/2016			166,456	0.51
				31/03/2017			166,456	0.51
9	Lsv Emerging Markets Small Cap Equity Fund, Lp	161,702	0.50	01/04/2016			161,702	0.50
				22/07/2016	1,931	Sale	159,771	0.49
				29/07/2016	11,790	Sale	147,981	0.46
				05/08/2016	6,499	Sale	141,482	0.44
				12/08/2016	7,740	Sale	133,742	0.41

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year, as on April 01, 2016/end of the year March 31, 2017			Increase /Decrease in share holding		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the company
				19/08/2016	4,281	Sale	129,461	0.40
				26/08/2016	6,109	Sale	123,352	0.38
				16/09/2016	6,809	Sale	112,233	0.35
				23/09/2016	5,661	Sale	106,572	0.33
				30/09/2016	2,885	Sale	103,687	0.32
				28/10/2016	1,613	Purchase	105,300	0.33
				20/01/2017	45,000	Sale	60,300	0.19
				27/01/2017	25,000	Sale	35,300	0.11
				03/02/2017	32,500	Sale	2,800	0.01
				10/02/2017	2,800	Sale	–	0.00
				31/03/2017			–	0.00
10	Hirzel Capital Master Fund, L.P.	0	0.00	01/04/2016			–	0.00
				04/11/2016	26,692	Purchase	26,692	0.08
				11/11/2016	33,692	Purchase	60,384	0.19
				18/11/2016	32,451	Purchase	92,835	0.29
				25/11/2016	37,572	Purchase	130,407	0.40
				17/02/2017	6,643	Purchase	137,050	0.42
				24/02/2017	2,886	Purchase	139,936	0.43
				31/03/2017	17,441	Purchase	157,377	0.49
				31/03/2017			157,377	0.49

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year, as on April 01, 2016/end of the year March 31, 2017			Increase /Decrease in share holding		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the company	Date	No. of Shares	Reason	No. of Shares	% of total shares of the company
A. Shareholding of Directors								
1	Vishnu R Dusad	1,603,492	4.95	01/04/2016	–	Nil movement	1,603,492	4.95
		1,603,492	4.95	31/03/2017			1,603,492	4.95
2	Ravi Pratap Singh	304,650	0.27	01/04/2016	–	Nil movement	304,650	0.94
		304,650	0.94	31/03/2017			304,650	0.94
3	N Subramaniam	7,684	0.02	31/03/2016	–	Nil movement	7,684	0.02
		7,684	0.02	31/03/2017			7,684	0.02
4	Ritika Dusad	1,000,000	3.09	01/04/2016	–	Nil movement	1,000,000	3.09
		1,000,000	3.09	31/03/2017			1,000,000	3.09
B. Shareholding of Key Managerial Personnel								
1	Poonam Bhasin	10	–	01/04/2016			10	–
		10	–	31/03/2017	–	Nil Movement	10	–

The following Directors did not hold any shares during the FY 2016-17

1. Janki Ballabh
2. Prithvi Haldea
3. Elaine Mathias
4. S. M. Acharya
5. Prof. Trilochan Sastry

The following Key Managerial Personnel did not hold any shares during the FY 2016-17

1. Ashish Nanda

Annexure H 8

V. INDEBTEDNESS – Not Applicable

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Annexure H 9

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(in ₹)

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Vishnu R Dusad	R P Singh	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,000,000	11,418,982	17,418,982
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	28,800	39,600	68,400
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil
	- others	Nil	Nil	Nil
5.	Others	Nil	Nil	Nil
	Employer's contribution to PF	360,000	602,640	962,640
	Total (A)	6,388,800	12,061,222	18,450,022
	Ceiling as per the Act	₹ 55,840,000 (being 10% of the Net Profits of the Company calculated as per Section 198 of the Company Act, 2013).		

Annexure H 10

B. Remuneration to other Directors:

Sl. No.	Particulars of Remuneration	Name of Directors							Total Amount
		Janki Ballabh	Prithvi Haldea	S. M. Acharya	Elaine Mathias	Prof. Trilochan Sastry	N Subramanaiam	Ritika Dusad	
3.	Independent Directors								
	• Fee for attending board committee meetings	600,000	1,100,000	820,000	1,000,000	1,060,000	680,000	–	5,260,000
	• Commission*	825,179	825,179	825,179	825,179	825,179	825,179	–	4,951,074
	• Others, please specify	–	–	–	–	–	–	–	–
	Total (1)	1,425,179	1,925,179	1,645,179	1,825,179	1,885,179	1,505,179	–	10,211,074
4.	Other Non-Executive Directors								
	• Fee for attending board committee meetings	NA	NA	NA	NA	NA	NA	120,000	120,000
	• Commission	–	–	–	–	–	–	548,924	548,924
	• Others, please specify	–	–	–	–	–	–	–	–
	Total (2)	–	–	–	–	–	–	668,924	668,924
	Total (B) = (1 + 2)	1,425,179	1,925,179	1,645,179	1,825,179	1,885,179	1,505,179	668,924	10,879,998
	Total Managerial Remuneration								
	*Overall Ceiling as per the Act	₹ 5,584,000 (Being 1% of the net profits of the Company calculated as per Section 198 Companies Act, 2013)							

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary (Poonam Bhasin)	CFO (Ashish Nanda)	
1.	Gross salary	NA			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		2,822,388	7,036,875	9,859,263
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		–	39,600	39,600
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		Nil	Nil	Nil
2.	Stock Option		Nil	Nil	Nil
3.	Sweat Equity				Nil
4.	Commission				Nil
	- as % of profit		Nil	Nil	Nil
	- others, specify...		Nil	Nil	Nil
5.	Others, please specify				
	Employer's contribution to PF		164,641	418,340	582,981
	Total		2,987,029	7,494,815	10,481,844

Annexure H 12

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: - Not Applicable

There were no PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES for the year ending March 31, 2017

Conservation of Energy, Research and Development, Technology Absorption and Foreign Exchange Earnings and Outgo

A. Conservation of energy

Your Company is always in the lookout for energy efficient measures for operation, and values conservation of energy through usage of latest technologies for improving productivity and quality of products and services.

The Company focuses on processes to monitor and improve environmental performance through various means and initiatives focusing on energy, carbon, water and waste. Moreover, operations of the Company also involve low energy consumption, but still the endeavour is to reduce electricity consumption and the resultant carbon footprint. A few of the energy conserving measures, include the following:

- Installing a few LED lights in the office on experimental basis. The plan is to replace in phases all Sodium vapor and CFL based lighting to LED based lighting which will give immense savings in Electricity consumption.
- Strong measures are being initiated to ensure no unnecessary equipment is left in a switch on mode during non-working hours.
- Use of latest technology such as T5 and CFL lights to economize our electrical consumptions.
- Use of AAC blocks in construction for keeping the load and pressure on air-conditioning minimal.
- Use of furniture and equipment products that are standard and branded, and which comply with environment-friendly specification.
- Implementation of Green building designs and construction which dramatically reduces the enormous amounts of energy that buildings consume in heating, cooling, lighting and water use.
- Regular UPS and AC plant maintenance to ensure efficient working of the equipment.
- Individual ON/OFF switches have been provided to the lights at Cafeteria and one of the floors on an experimental basis to enable users to switch on/off the light above their respective workstations as required.
- Regular maintenance of all water pumps to improve pump efficiency and thereby reduction in Energy demand
- Waste water from the RO plant is being recycled to conserve water.
- Continuous monitoring of floor areas after normal working hours and switching off lights and Air-conditioning.

The overall effect of the above measures has led to reduction of energy consumption vis-à-vis the last year. Water efficiency and conservation initiatives, rainwater harvesting systems, help the Company in significant conservation of water and minimal wastage.

B. Research and Development

Your Company has an IP-led business model and globally licenses Intellectual Property in the form of products for the Banking and Financial Services Industry.

Your Company continuously engages in research and development activities to build software products with advanced technologies for the future. The key focus areas of Research and Development at Nucleus are:

- Scan environment (markets / customers / analysts /competitors)
- Establish business and technology roadmap for Nucleus Products
- Pilot/Prototype new capabilities with latest technologies
- Technology/framework upgrade of the product
- Technical innovations and adding unique features to the product
- Comparative analysis of various technical methodologies and choose the best as per the fitment in the product
- Build new Product releases
- Support Sales & Marketing in developing Go-to-Market plans
- Handover to Implementation teams and enable them through training sessions/workshops

Our innovation investments focus on the emerging technology trends and breakthroughs that we believe offer significant opportunities to deliver value to our customers and growth for the Company. To efficiently execute on the R&D project portfolio, your Company takes steps to drive R&D value management through increased awareness, governance and business process improvement. R&D strategies are linked with those of the entire organization such that product development drives business value throughout its functional departments.

1. R&D Initiatives in Specific Areas

Your Company is one of the few IT companies in India, focused on building its own Intellectual Property. Since 1989, Nucleus has been continuously involved in research and development activities to develop new business applications for the banking industry. Being a product development Company, there is a continuous need to develop and upgrade software and associated

services. Our software products are developed internally, which allows us to maintain our competitive advantage. It also gives us the freedom to take appropriate call on modifications and enhancements whenever necessary. The objectives of your Company's initiatives in R&D are as follows:

- Creation of competitive quality and increased productivity of research and development activities
- Obtaining new knowledge applicable to the Company's business needs, that will eventually result in new or improved products, processes, systems and services
- Enhancing product functionality in the retail and corporate banking areas by adding new modules and enriching the existing modules to meet the changing requirements of the customers globally
- Introducing path breaking technical innovations into the product by adopting latest technologies
- Adding unique features into the product to aim at increasing productivity of the development and testing teams for faster delivery and high quality releases
- R&D's pioneering efforts focus on improved performance, high scalability, low maintenance, high reusability and better insight into the business using analytics adds huge value to the product

Your Company has a full-fledged R&D team; headed by a senior Management team member with multiple years of experience in product development and delivery. We have also created a centralized business analyst pool which interacts with customers to ensure that their requirements are clearly documented and understood, and to support the delivery in delivering as per norms. New technologies are being developed that will place risk management at the centre of any business strategy deployed by financial institutions, especially in these uncertain times.

We are confident that Nucleus products will continue to add business value to the current and future customers and partners.

2. Benefits of the above R&D & Future Plan of Action

The focused investment in Products and the intensive Research & Development initiatives undertaken by your Company during the year has helped to stay ahead of competition both functionally and technically, and in line with customer requirements.

In the current phase of growth, Nucleus attempts to further enhance Value delivered to clients. We are focusing on creating newer products and superior versions of the existing products. The achievements from continuous R&D efforts can be briefly displayed as follows:

- Delivering continuous improved and faster product releases
- Robust product upgrades
- Large install base
- Inroads into global market
- Contribution to revenue growth
- Recognition from global analysts

In the previous year, your Company's flagship product FinnOne Neo™ was launched on cloud which makes one of the best lending software more affordable, quickly deployable and scalable as per the customers' business requirements.

FinnOne Neo™ is a solution for End-to-End loan lifecycle management as it facilitates:

- Market Leadership with Agile GTM
 - o Accelerated GTM: Swift solutions to react to the changing market dynamics
 - o Flexibility: Easy configurability of business/credit policy to manage regulations & compliance norms
- Business Growth through Customer Centricity
 - o Customer Self Service - Transparent access across layers Omni channel access via numerous devices such as desktop, tablets and mobile devices
 - o Customized product offerings based on specialized analytics
 - o Single customer view: Simpler & faster query resolution
- Enhanced Efficiencies and Open Architecture
 - o Higher Productivity: Faster, paperless, Bulk & STP Processing
 - o Extended Business Operations during routine processing cycle
 - o Easy Integration with IT ecosystem
 - o Application/web server, DB, OS and browser agnostic for cost optimization

- Profitable Growth with Better Risk Management
 - o Enhanced Credit Quality: Rule based policies, de-duplication for repeat/fraud customer checks and integration with Credit Bureaus interfaces
 - o Faster and better delinquency controls with audit-ability features
 - o Lower NPA through analytics based scorecard

We have also launched Collections module as part of FinnOne Neo™ Lending Suite. Collection module is aimed at automating the collection operation in the financial institution, increase collection efficiency and thereby reduce delinquency.

Digital Lending has been a key focus of our investment in FinnOne Neo™. We have developed a large number of digital lending capabilities for both financial institutions and their end customers.

R & D is a continuous innovation process and with changing needs and technology, we would need to reinvent our products and versions as we go along.

3. Research & Development Expenditure

As reported, the in house R&D unit of your Company located in the corporate office in Noida, was accorded initial recognition by the Department of Scientific and Industrial Research (DSIR) from December 31, 2012 till March 31, 2015, which has been further renewed for a period of three years till March 31, 2018. The Company has during the year ended 31 March, 2017 availed and recognised tax benefit under section 35 (2AB).

The R&D expenditure for FY 2017 and FY 2016 is as follows:

	(₹ in crore)	
For the Year ended March 31,	2017	2016
Revenue expenditure	23.26	19.23
R&D expenditure/Total revenue	7.77	6.91

C. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

Your Company realizes the importance of innovation and improvements in key areas of business. As business and technologies are changing constantly, investment in research and development activities is of paramount importance. Your Company continued its focus on quality up gradation of software development processes and software product enhancements. This has helped maintain margins despite changes in technology. In order to create a conducive environment which propels adaptation of new ideas, skills and methodologies, your Company has instituted a culture of quality consciousness at the grass-root level.

Your Company not only encourages innovation, but also recognizes and rewards it suitably. This policy is not restricted to technology, but includes innovation in non-IT processes and human resource initiatives.

Information in case of imported technology (imports during the last five years) - not applicable to the Company.

D. Foreign Exchange Earnings and Outgo

1. Export Initiatives and Development of New Export Markets

Your Company is recognized as one of the pioneers in software exports in the BFS domain. The Company is registered with the Software Technology Park of India, is present in a Special Economic Zone; both as a co-developer and a unit. The Company also has a network of international offices across the globe.

During the year, your Company won 12 product orders and implemented 43 product modules all over the world.

In FY 2017, foreign exchange earnings from software products and services were at ₹ 199.68 crore, 67% of revenue against ₹ 210.25 crore, 76% of revenue in FY 2016.

2. Foreign Exchange Earned and Used

	(₹ in crore)	
For the Year ended March 31,	2017	2016
Foreign Exchange earnings		
from software development of products and services	199.68	210.25
from dividend and interest income	-	16.56
Foreign Exchange outgo (Including capital goods)	50.06	68.66

For and on behalf of the Board of Directors

New Delhi
April 25, 2017

Janki Ballabh
Chairman

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

A. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Independent Directors	Ratio to median remuneration (FY17)
Mr. Janki Ballabh	2.46
Mr. S.M. Acharya	2.84
Mr. Prithvi Haldea	3.33
Mrs. Elaine Mathias	3.15
Prof. Trilochan Sastry	3.26
Mr. N. Subramaniam	2.60
Ms. Ritika Dusad*	1.16
* Ms. Ritika Dusad was appointed as a Non-Executive Director w.e.f. July 20, 2016	
Executive Directors	Ratio to median remuneration (FY17)
Mr. Vishnu R Dusad	10.42
Mr. R P Singh	19.80

B. (1) The percentage increase in remuneration of each Director , CFO & Company Secretary:

Name	Title	Remuneration in fiscal 2017 (in ₹ lacs)	Remuneration in fiscal 2016 (in ₹ lacs)	No. of stock options / RSUs granted in fiscal 2017	% increase of remuneration in 2017 as compared to 2016	Excl. WTD Ratio of remuneration to MRE	Incl. WTD Ratio of remuneration to MRE and WTD	Ratio of remuneration to Revenues (fiscal 2017) Net Profit (fiscal 2017)	
Mr. Vishnu R Dusad	CEO & Managing Director	6,028,800	6,049,633	Nil	(0.34)	10.44	10.42	0.20	1.26
Mr. R P Singh	Executive Director	11,458,582	10,539,442	Nil	8.72	19.84	19.80	0.38	2.40
Mr. Ashish Nanda	Chief Financial Officer	7,076,475	5,825,484	Nil	21.47	12.26	12.23	0.24	1.48
Ms. Poonam Bhasin	Company Secretary	2,822,388	2,618,414	Nil	7.79	4.89	4.88	0.09	0.59

RSU - Restricted Stock Units

WTD - Whole-time Director

MRE - Median Remuneration of Employees

Remuneration paid to Non-Executive Directors

Name of the Director	Remuneration in fiscal 2017 (₹)	Remuneration in fiscal 2016 (₹)	Number of Stock Options/ RSU's granted in fiscal 2017	% increase of remuneration (2017 over 2016)
Mr. Janki Ballabh	1,425,179	1,554,302	-	-8%
Mr. S. M. Acharya*	1,645,179	108,491	-	NA
Mr. Prithvi Haldea	1,925,179	2,174,302	-	-11%
Mrs. Elaine Mathias	1,825,179	1,874,302	-	-3%
Prof. Trilochan Sastry	1,885,179	2,014,302	-	-6%
Mr. N. Subramaniam	1,505,179	1,634,302	-	-8%
Ms. Ritika Dusad**	668,924	-	-	NA

* Mr. S. M. Acharya was appointed as an Independent Director w.e.f. March 19, 2016

** Ms. Ritika Dusad was appointed as a Non-Executive Director w.e.f. July 20, 2016

C. The percentage increase in the median remuneration of employees in the financial year:

The Median Remuneration of Employees (MRE) excluding Whole-time Directors (WTDs) was ₹ 5,77,435 and ₹ 5,72,193 in fiscal 2017 and fiscal 2016 respectively. The increase in MRE (excluding WTDs) in fiscal 2017, as compared to fiscal 2016 is 0.92%

The Median Remuneration of Employees (MRE) including Whole-time Directors (WTDs) was ₹ 5,78,627 and ₹ 5,72,487 in fiscal 2017 and fiscal 2016 respectively. The increase in MRE (including WTDs) in fiscal 2017, as compared to fiscal 2016 is 1.07%

D. The number of permanent employees on the rolls of Company:

The number of permanent employees on the rolls of the Company as of March 31, 2017 and March 31, 2016 was 1460 and 1329 respectively.

E. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase was around 9.27%. Increase in the managerial remuneration for the year was 8.53%.

F. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company.

G. The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

REPORT ON CORPORATE GOVERNANCE

Report on Corporate Governance

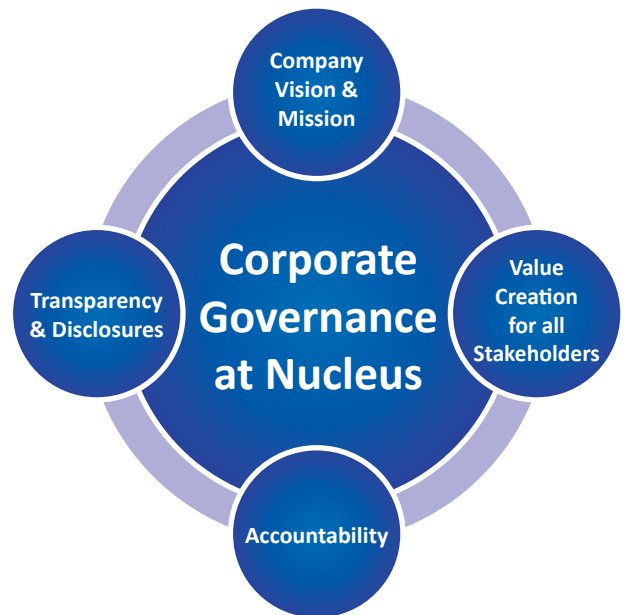
Corporate governance is the way a corporation polices itself. In short, it is a method of governing a company like a sovereign state, instating its own customs, policies and laws for its employees from the highest to the lowest levels, and ensuring adoption of these in true spirit. Effective Corporate Governance practices build the strong foundation on which commercial enterprises are built to succeed and sustain.

Our commitment to adoption of best practices of Corporate Governance makes us compliant with the Companies Act 2013 as well as with the provisions of Corporate Governance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The flow of content in this Report is as follows:

Report on Corporate Governance

- A. Board of Directors
- B. Committee of the Board of Directors
- C. Shareholder Information
- D. Disclosures
- E. General Shareholder Information
- F. Compliance with Non-Mandatory Requirements



Company's Philosophy on Corporate Governance

Nucleus believes that effective Corporate Governance implies fair, transparent and equitable treatment of all its stakeholders including shareholders, customers, partners, vendors and employees. The driving forces of Corporate Governance at Nucleus are its core values: belief in people, entrepreneurship, customer orientation and pursuit of excellence. Corporate Governance philosophy at Nucleus is to not only comply, not just in letter but also fully in spirit, with the statutory requirements, but also voluntarily formulate and adhere to best Corporate Governance practices.

The Company's Corporate Governance practice is based on the following:

A. Board of Directors

The Company's Board of Directors plays a key role in providing direction in terms of strategy, target setting and performance evaluation of the top management. It places special emphasis on compliance as also ensuring that the Company operates in

Report on Corporate Governance

the best interests of all its shareholders.

Nucleus firmly believes that Board independence is essential to bring objectivity and transparency in the management of the Company. The policy, in fact, has been to have more number of Independent Directors to ensure the independence of Board, and separate its functions of governance and management.

a) Attributes of a Board

It is important to consider a variety of personal attributes among the Board incumbents including intellect, judgment, openness, honesty and the ability to develop trust. A Board requires Directors who have the intellectual capability to question status quo and debate any new policy/strategy and also offer suggestions and alternatives.

b) Size and Composition of the Board

An ideal Board should ensure an appropriate balance of power, independence and authority. The key to good Corporate Governance is the optimum combination of the executive and non-executive Directors on the Board. As of March 31, 2017, the Board at Nucleus consists of nine members; seven Board members are Non-Executive, out of seven, six are Independent Non-Executive, one is Non-Executive and two are Executive Directors. All Independent Directors, with their diverse knowledge and expertise, provide valuable contribution in the deliberations and decisions of the Board, maintaining the requisite independence.

Composition of the Board as on March 31, 2017:

Name of Director	Position	Age in years
Mr. Janki Ballabh (DIN 00011206)	Chairman, Non-Executive, Independent Director	74
Mr. Vishnu R Dusad (DIN 00008412)	Managing Director, Promoter, Executive Director	60
Mr. S.M. Acharya (DIN 00545141)	Non-Executive, Independent Director	68
Ms. Ritika Dusad (DIN: 07022867)	Non-Executive Director	27
Mr. Prithvi Haldea (DIN 00001220)	Non-Executive, Independent Director	66
Mrs. Elaine Mathias (DIN 06976868)	Non-Executive, Independent Director	63
Prof. Trilochan Sastry (DIN 02762510)	Non-Executive, Independent Director	57
Mr. R. P. Singh (DIN 00008350)	Executive, Whole-time Director	54
Mr. N Subramaniam (DIN 00166621)	Non-Executive, Independent Director	56

Table 1

During the year, on the recommendation of Nomination and Remuneration/Compensation Committee, the Board appointed Ms. Ritika Dusad as an Additional Director, pursuant to provisions of Section 161 and other applicable provisions of the Companies Act, 2013.

A brief profile of each of the Board members is presented below.

Mr. Janki Ballabh, Chairman, Independent Director

Mr. Janki Ballabh, an eminent banker and former Chairman of the State Bank of India and State Bank Group, has vast experience and expertise in finance, banking and corporate management.

He is presently a Director on the Boards of Tata AIA Life Insurance Co. Ltd., Tata Capital Ltd., Tata Capital Housing Finance Ltd., Tata Capital Financial Services Ltd., and Tata AIG General Insurance Company Ltd and Receivables Exchange of India Ltd.. In addition to his general corporate experience, his vast and rich experience, consistent with Nucleus strategy, provides strategic and operational excellence to the Company and a capability to drive innovation.

Mr. Janki Ballabh joined the Board of Directors of Nucleus Software Exports Ltd. in November 2008.

Mr. Vishnu R Dusad, Managing Director & CEO

Mr. Vishnu R Dusad is one of the main founders of Nucleus Software Exports Ltd. and has served as a Director since the inception of the Company. Mr. Dusad completed his Bachelor's Degree in Technology from the Indian Institute of Technology (IIT), Delhi and has been associated with the development of the software industry in India since 1983 as an entrepreneur. Mr. Dusad has enriched Nucleus with his technology background and 30 years of valuable professional experience in the exciting space of BFSI IT Solutions. He has a deep commitment to making a difference in the lives of fellow Nucleites, and through Nucleus, to the world around. His success in concluding business deals for implementing Nucleus Products globally owes much to a deep sensitivity to cross-cultural nuances. His experience encompasses areas of software development, creation of strategic alliances, business development, and strategic planning.

Mr. Prithvi Haldea, Independent Director

Mr. Prithvi Haldea did his MBA from Birla Institute of Technology & Science, Pilani in 1971. Over the next 18 years, he worked at senior positions in the corporate sector in the areas of exports, consulting and advertising. During late 70s and early 80s, he was also associated with the information industry and, among various activities, worked as a consultant with The World Bank and the U.S Department of Commerce.

In 1989, Mr. Haldea set up PRIME Database, the country's first and still the only database on the primary capital market. It has a large subscriber base, and is widely reported by the media. Mr. Haldea is a visiting faculty at several institutions and has addressed hundreds of conferences.

Mr. Haldea is presently the Member of the Government's Standing Council of Experts for the Financial Sector. He is also a member of several committees including SEBI Primary Market Advisory Committee and SEBI Committee for Reviewing Disclosures and Application Form in Public Issues. Mr. Haldea is a member of the Jury for ASSOCHAM's awards for Corporate Governance and for Corporate Social

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Responsibility. He is also a member of the High-Level Expert Committee on Corporate Governance, Editorial Board of ICSI and Financial Services Committee of ICSI. He is a Public Interest Director on the Board of Multi Commodity Exchange of India. Additionally, he is an Advisor to the Association of Investment Bankers of India and to Gaja Capital Pvt. Ltd.

Mr. Haldea has served, among others, as a Board Member of the Central Listing Authority-SEBI, First Trustee of the Pension Fund Regulatory & Development Authority, Board of Governors of Indian Institute of Corporate Affairs, Central Government Nominee on the Governing Council of Institute of Chartered Accountants of India and Central Government Nominee on the Governing Council of Institute of Company Secretaries of India. He was also a member of Ministry of Finance Task Force on Financial Redress Agency, Quality Review Board-ICAI, FSDC Committee on Commission/ Incentive Structure of the Distributors of Financial Products, Finance Minister's High-level Expert Committee on Corporate Bonds and Securitization, SEBI Secondary Market Advisory Committee, SEBI Committee on Disclosures & Accounting Standards, SEBI Committee for Review for MAPIN, ICSI Standing Committee for Development of a Model for Assessing Corporate Governance, Expert Group for ICSI National Award for Excellence in Corporate Governance, Rules Committee (for the Companies Act) of the Ministry of Corporate Affairs, MCA Committee on Review of Corporate Governance Norms, MCA Committee for Review of the Chartered Accountants Act, Listing Advisory Committee of NSE, Index Committee, Listing Committee and Delisting Committee of BSE and Delisting Committee of DSE. He was also a member of CII's National Task force on Financial Markets and NASSCOM's Corporate Governance & Ethics Committee. Mr. Haldea was also the Chairman of PHDCCI Capital Markets Committee and Chairman of the ASSOCHAM's National Council for Capital Markets. He was also on the Board of UTI Mutual Fund as an Independent Director for nearly 6 years till end 2011.

As an investor protection activist and proponent of corporate governance, Mr. Haldea regularly raises issues with regulators and in the media. In the pursuit of this objective, he has also launched several unique websites which include www.watchoutinvestors.com, aggregating information on economic defaulters which now lists over 2,50,000 cases, www.primedirectors.com: a databank of professionals for listed companies to select independent directors, now hosting profiles of over 20,000 professionals, www.indianboards.com profiling directors of listed companies and www.msmememtor.in, a national skills registry of professionals for the benefit of MSMEs. He had earlier designed and maintained www.directorsdatabase.com, covering detailed profiles of directors of Indian listed companies and www.iepf.gov.in, an investor education initiative in 11 languages.

Mr Haldea has also extended his skills of information management to other organizations, by creating www.bsepsu.com, a website dedicated to disinvestments, a new website www.divest.nic.in for the Department of Disinvestment, and the PE/VC Directory for the Indian Venture Capital Association.

A lover of Urdu poetry, he is presently devoting a lot of his time to Ibaadat Foundation, which he founded for bringing poets and poetry back to life, through musical dramas. He is also the Founder-Advisor to Rekhta Foundation which has created the world's largest website on Urdu poetry.

Mr. Haldea joined the Board of Directors of Nucleus Software Exports Ltd. in June 2001, of Nucleus Software Ltd. in April 2008 and Virstra- i Technology Services Limited in August 2014.

Mrs. Elaine Mathias, Independent Director

Mrs. Elaine Mathias is a B.Com (Hons.) graduate from Sydenham College of Commerce and Economics, Mumbai. She has a dual Professional qualification and is a Fellow member of the Institute of Chartered Accountants of India and also an Associate member of the Institute of Cost and Works Accountants of India.

Mrs. Elaine Mathias is a highly reputed professional with thirty four years' experience in Bharat Electronics Limited (BEL), Bangalore, a Navratna Company under the Ministry of Defence, Government of India, from where she superannuated as Executive Director (Finance). At BEL she was in charge of various portfolios in Corporate Finance like Accounts, Taxation, Treasury, Budgeting and Pricing and introduced continuous improvements in systems and procedures in all these areas.

Besides her Finance role, she played a very active part in all Human Relations activities including negotiations with the Unions and framing of Personnel Policies within the Government Guidelines. She has proficiency in development of various financial systems, risk management, regulatory compliances, strategy implementation, talent management, best practices of Corporate Governance.

At the time of her superannuation, she was the Chairperson of various Trusts and Committees like the BEL Gratuity Trust, the BEL Superannuation Pension Trust and the Corporate Committee against Sexual Harassment of Women at the Workplace.

She has interacted and represented BEL at meetings with various external agencies like Bankers, Credit rating agencies, Statutory Auditors, Government Auditors, Cost Auditors, Government officials, Financial Analysts, Institutional Investors and Technology Collaborators.

Mrs. Elaine Mathias joined the Board of Directors of Nucleus Software Exports Ltd. In September 2014.

Professor Trilochan Sastry, Independent Director

Professor Trilochan Sastry, former Dean at IIM Bangalore, currently teaches at IIM Bangalore. A B.Tech from IIT, Delhi, an MBA from IIM, Ahmedabad, and a Ph.D. from MIT, USA, Professor Sastry has taught for several years at IIM, Ahmedabad after which he moved to IIM, Bangalore. A recipient of national award for research and teaching, Professor Sastry has taught in many prestigious Universities in India, Japan, Hong Kong and United States and has published several academic papers in Indian and International journals. He had earlier served on the Board of NABARD and also on the Board of IIM Bangalore for

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5 years. He is also currently a Director on the Board of Indiafarm Foods Pvt. Ltd.

Mr. R. P. Singh, Executive Director

Mr. Ravi Pratap Singh, has been with Nucleus ever since its initiation. In the early years, he played a key role in building innovative solutions for Citibank in India and South East Asia.

Currently, he heads Global Product Management for Nucleus Software covering both its product lines i.e., FinnOne™, the flagship Lending solution and Cash@Will, the comprehensive Cash Management solution. He took this role in 2012 and has been instrumental in the launch of the re-architected avatars of both the products. The two are in the market with brand names FinnOne NEO and FinnAxia.

Prior to this, he had a long stint as Head, Global Delivery where he was instrumental in implementing and supporting Nucleus products across nearly 50 countries. A respected industry leader, he led a highly charged team while implementing the products at some of the largest businesses in India, South East Asia and Middle East. In 2010, he started Nucleus School of Banking Technology (NSBT) as a new division of Nucleus, with a vision of training & developing world class Banking (& Financial) Technology Professionals. Being a natural mentor and a technocrat of high caliber himself, he continues to work closely with NSBT to teach young professionals what they were not taught at Engineering Schools.

His entire career has been spent designing, developing & delivering software solutions for global Banking and Financial Services leaders. His strong background in technology and business domain coupled with his enthusiasm to deliver value to customers drives his career.

Mr. Singh did his graduation in Economics from Shri Ram College of Commerce before doing his Post Graduation in Computer Applications. An alumni of Harvard Business School, he completed the General Management Program (GMP) from the School.

He is an ardent golfer and an outdoors person involved in many adventure activities.

He is also on the Board of Virstra-i Technology Services Limited, Nucleus Software Limited, Nucleus Software Japan Kabushiki Kaisha and Nucleus Software Netherland B.V.

Mr. N. Subramaniam, Independent Director

Mr. N. Subramaniam is a post graduate from IIM Ahmedabad and is also CA, CS and CWA by qualification. Having a corporate experience of over 30 years, he founded M Cap Fund Advisors and is its Managing Partner. He is currently a Director on the Board of, Ganesha Ecosphere Limited, L&T Financial Consultants Limited, L & T Housing finance Limited, NS Equity Advisors Private Limited and RSA Corporate Consultants Pvt. Ltd.. In the past, he has been the Chairman of Venture Capital Association of India, Infrasoft Technologies, Vice Chairman of Mphasis, Chairman of Audit Committee of Mphasis and Director of Auro Mira Energy, Maples ESM Technologies, SECOVA,

Cybernet Software Systems and SlashSupport Inc. He was also the member of Board at Integra Software Services, SlashSupport, Jyothy Laboratories, SRA Systems, Omkar Clean Energy Services Private Limited and B&M Hotbreads Pvt. Ltd. His interests, beyond finance, include a passion for Executive Coaching and Green Energy Technologies.

Mr. Subramaniam joined the Board of Directors of Nucleus Software Exports Ltd. In July 2012, Nucleus Software Australia Pty. Ltd. In February 2014 and Avon Mobility Solutions Pvt. Ltd. in April 2016.

Mr. S. M. Acharya, Independent Director

Mr. S. M. Acharya is a retired IAS officer of the Karnataka cadre. He has held various senior positions in both State and Central Governments in his long and distinguished career and retired as Secretary to the Government of India in the Ministry of Defence in 2009. Mr. S. M. Acharya went to school in Bangalore and Gwalior and graduated from the universities of Madras and Hong Kong obtaining Bachelor of Arts degrees. He also possesses a Masters Degree in Economics from the Victoria University of Manchester, UK. Having taught at a school for a year and a half. Mr. Acharya enrolled in an intensive course in Chinese language at the University of Delhi, and then sat for the civil service examinations in 1973. He served in the Indian Administrative Service for 35 years based in Karnataka for 20 years and in Delhi for 13 years and 2 years as a probationer in Mussoorie. During the course of these years he has had a variety of experiences that have helped him to gain an insight into the affairs of human beings. After retirement he has been retained by a leading education Trust to act the Chief Executive to help run their engineering and general sciences institutions. He also served as an Independent Director on the Board of the Bharat Electronics Ltd.

Mr. Acharya joined the Board of Directors of Nucleus Software Exports Ltd. in March 2016

Ms. Ritika Dusad, Non-Executive Director

Ms. Ritika Dusad is presently pursuing Ph. D in Physics from the prestigious Cornell University, USA.

c) Board Membership Criteria

Our Board comprises of eminent professionals of integrity with relevant skills and experience. Their contribution is facilitated by:

- high quality Board documentation;
- expert opinions, wherever deemed necessary; and
- healthy debate especially on complex, contentious and critical issues.

Nomination and Remuneration/ Compensation Committee (NRC) of the Board assist in fulfilling the responsibilities relating to the size and composition of the Board.

d) Selection of Independent Directors

Nomination and Remuneration/Compensation Committee while evaluating the potential candidates, considers a variety of personal attributes, including experience, intellect, foresight, judgment and transparency, and match these with the requirements set out by the Board.

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Broadly, the following criteria have been set for selection of Independent Directors based on:

- Independence from Management
- No substantial shareholding
- Other significant relationship which may cause a conflict of interest
- Capability of taking fair decisions without being influenced
- Independent Directors are expected to balance the decision-making process of the Board by constructively challenging the Company's strategy and exercise due diligence
- Independent Directors should possess the requisite business and industry expertise in the domain the Company operates in
- Independent Directors should be competent enough to work effectively like a team member as well as leader with the other Directors of the Board and committees
- Independent Directors should contribute constructively in the Board's deliberations.

The aim is to secure a Boardroom which achieves the right balance between challenge and teamwork, and fresh input and thinking.

The Committee has also framed a Policy for "Selection of Directors". The Board considers the Committee's recommendations, and takes appropriate actions.

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as provided under law. The Company has received declarations from all the Independent Directors that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (LODR) Regulations, 2015.

e) Familiarization programmes for Board Members

The Company has constituted familiarization programmes for its Directors (Independent and Non-Independent), with an objective to:

- a) Provide them with every opportunity to familiarize themselves with the Company, Nucleus's Board practices and processes, its management and its operations and above all the Industry perspective & issues;
- b) To familiarize them with regards to their rights, duties and functions;
- c) To ensure that all Directors are cognizant and appreciate the legal and ethical framework in which they must conduct themselves;
- d) To ensure that all Directors attain a level of understanding of the business and industry in which Nucleus functions;

- e) To energize on the level and degree of each Director's contribution to the Board;
- f) To ensure that all Directors make informed decisions in their deliberation of matters concerning the Company; and
- g) To foster a spirit of independence in all Directors in order to ensure that they contribute meaningfully and impartially.

The familiarization programmes comprise of a combination of written information, presentations and activities, including meetings, site visits, etc. to enable them to familiarize with the Company management, operations and practices.

The requirement for these programmes increases manifold for a newly appointed Director. The newly appointed Director is given a formal induction and orientation with respect to the Company's Vision, Mission, objectives and key values including Code of Ethics, Corporate Governance, financial issues and business operations.

The details on programmes can be accessed on the Company website link: <http://www.nucleussoftware.com/investors>.

f) Diversity in Board

Diversity, in all its aspects, serves an important purpose for Board effectiveness. It can widen perspectives while making decisions, avoid similarity of attitude and help companies better understand and connect with its stakeholders. Such diversity may be with regard to academic qualifications, technical expertise, relevant industry knowledge, experience, nationality and age. The Nucleus Board represents diversity in terms of all these parameters.

g) Separation of the Office of Chairman and the Chief Executive Officer (CEO)

At Nucleus, the role and office of the Chairman and Chief Executive Officer (CEO) have always been separate. This promotes the right balance and prevents unfettered decision making power with a single individual. For greater efficiency, there is also a clear demarcation of the role and responsibilities of the Chairman and the CEO.

The Chairman provides the necessary support to the CEO, and both have regular and structured access to the executive and management team. CEO is the principal executive of the Company and is accountable for the management and operations of the Company and implementation of business policies and strategies agreed to by the Board of Directors in a manner that is consistent with best business practices. CEO leads internally, with the Chairman adding value in strategy and structure, and ensuring that the Company is represented with integrity to institutions, investors, analysts and other stakeholders.

Roles and Responsibilities of the Nucleus Board Chairman are to:

- Ensure that the Board establishes and regularly reviews the Company's policies, strategies and plans.

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- Provide consistent strategic input and scrutiny.
- Assist and guide the CEO as a mentor/coach.
- Chair the meetings of the Board and of the General Meetings.
- Ensure sufficient Board and Committee time for discussion of complex or contentious issues, with additional informal meetings for prior discussion, if necessary.
- Oversee the balance of membership of the Board and appointments to the Committees.
- Identify the development needs of individual Directors, and of the Board as a whole, and facilitate appropriate training.

Role and Responsibilities of the Nucleus CEO are to:

- Prepare strategy, plans, mission and vision of the Company and strive for its implementation.
- Responsible for running the Company's business operations and financial performance.
- Provide clear leadership.
- Develop the right organization structure.
- Responsible for succession planning for key executives and its implementation.
- Communication with investors and other stakeholders.

h) Membership Term

The Companies Act, 2013, mandates the retirement of two-third of the Board members (who are liable to retire by rotation) every year and the retiring members eligible for re-appointment. Independent Directors shall hold office for a term of upto five consecutive years on the Board of a Company and be eligible for re-appointment on passing of a special resolution by the shareholders of the Company. Mr. Vishnu R Dusad, Managing Director and CEO of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

During the year, the Board of Directors on the recommendation of Nomination and Remuneration/Compensation Committee, appointed Ms. Ritika Dusad as a Non-Executive Director (Additional Director) of the Company on July 20, 2016. The resolution seeking approval of the members for the appointment of Ms. Ritika Dusad as a Non-Executive Director has been incorporated in the Postal Ballot Notice dated April 25, 2017. The voting on the Postal Ballot has commenced on 15th May 2017 at 10.00 a.m. IST and will end on 13th June 2017 at 5.00 p.m. The Scrutinizer shall submit the results of the Postal Ballot on or before June 15, 2017.

Mr. Vishnu R Dusad, CEO and Managing Director was reappointed as Managing Director w.e.f. January 1, 2017 for a period of 5 years. His present term will expire on December 31, 2021.

All Independent Directors have been appointed for a term of five years and shall be eligible for re-appointment

on passing of a special resolution by shareholders of the Company.

i) Mechanism for Evaluating Board Members

Pursuant to the provisions of the Companies Act, 2013 and Regulations 25 of the SEBI (LODR) Regulations, there is a formal Policy for Board Performance Evaluation which suggests process for evaluation of the performance of both the Board and individual Directors and the Committees. The purpose of the Policy is:

- To ensure the overall performance evaluation process of Directors
- Maximize strengths and identify and address the weaknesses.
- Maintain an energized, proactive and effective Board.

The Board, along with the Nomination and Remuneration/Compensation Committee, laid down the criteria for evaluation of the performance of all Directors, which then became a part of the Board Effectiveness Survey. The Securities and Exchange Board of India ("SEBI") released a guidance note on January 5, 2017, on the evaluation of the Board of Directors of a Listed Company ("Guidance Note"). This note is based on an analysis of the global practices in various jurisdictions like regulatory requirements, best practices, internal versus external evaluation, disclosure requirements etc.

The Nomination and Remuneration/Compensation committee in view of the Guidance Note, revised the criteria for evaluation of the performance of all Directors. The Chairman of the Committee revised the evaluation forms and circulated to all the Directors, including Executive Directors. These filled-in forms had been received back by the Chairman and the responses were tabulated and analysed.

The revised questionnaires of the Survey were designed on a scale of 1 to 5, and in a comprehensive manner to be able to effectively capture the performance of each of the Directors, of the Board as a whole and several Committees of the Board. Each Board member was requested to evaluate the other Directors on a large number of parameters, including the effectiveness of the Board dynamics and skills to encourage discussions and decisions and flow of information to address issues relating to the Company's performance and future strategies, as also improving relationships with all stakeholders of the Company. Specifically for Independent Directors, the key performance indicators based on which they were evaluated, besides their attendance in the Board/Committee meetings, included monitoring of the Company's Corporate Governance practices, improving policies and processes across all functions, and contribution to strategic planning. The evaluation of the Board and the Directors for fiscal year 2017 has been completed.

j) Compensation of the Board of Directors

Compensation of the Executive Directors is approved by the shareholders.

Non-Executive, Independent Directors are paid an amount not exceeding one percent of the net profits of the Company for the year, in accordance with section 197 of the

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Companies Act, 2013, and as approved by the shareholders vide a Special Resolution for a period of five years, at the Annual General Meeting held on July 8, 2014. As per the Companies Act, 2013, Independent Directors are not eligible to receive options under the various Employee Stock Option Plans (ESOP) launched by the Company from time to time.

All Board level compensation is approved by the shareholders and disclosed separately in the financial statements.

Compensation Paid / Payable to the Directors for the period April 2016 to March 2017

Name of Director	Position	Salary	Company's Contribution to Provident and other funds	Perquisites/ Allowances	Commission	Sitting Fees	Total Compensation
Mr. Janki Ballabh	Chairman, Non-Executive, Independent Director	—	—	—	825,179	600,000	1,425,179
Mr. Vishnu R Dusad	Managing Director, Promoter, Executive Director	6,000,000	360,000	28,800	—	—	6,388,800
Mr. Prithvi Haldea	Non-Executive, Independent Director	—	—	—	825,179	1,100,000	1,925,179
Mrs. Elaine Mathias	Non-Executive, Independent Director	—	—	—	825,179	1,000,000	1,825,179
Prof. Trilochan Sastry	Non-Executive, Independent Director	—	—	—	825,179	1,060,000	1,885,179
Mr. R. P. Singh*	Executive and Whole Time Director	11,418,982	602,640	39,600	—	—	12,061,222
Mr. N. Subramaniam	Non-Executive, Independent Director	—	—	—	825,179	680,000	1,505,179
Mr. S.M. Acharya	Non-Executive, Independent Director	—	—	—	825,179	820,000	1,645,179
Ms. Ritika Dusad	Non-Executive, Director	—	—	—	548,924	120,000	668,924
Total		17,418,982	962,640	68,400	5,499,998	5,380,000	29,330,020

Table 2

The service contract of the Executive Directors is as below:

1. Mr. Vishnu R Dusad, Managing Director and CEO - for a period of 5 years that will expire on December 31, 2021 and
2. Mr. R. P. Singh, Whole Time Director - for a period of 5 years that will expire on July 25, 2019.

Remuneration of the Executive Directors included above, does not include provision for incremental liability on account of gratuity, compensated absences since actuarial valuation is done for the Company as a whole.

*Remuneration of Mr. R. P. Singh includes the variable pay of ₹ 2,800,000 paid during the year.

None of the above Directors are eligible for any severance package and do not hold any stock options of the Company as on March 31, 2017. The notice period for a Director is as mutually agreed between the Executive Director and the Board.

Formal letters of appointment were issued to all Independent and Non-Executive Directors and terms and conditions of the same are disclosed on the website of the Company.

Details of Equity Shares held by Non- Executive Directors as on March 31, 2017

Name of Director	Position	No. of Equity Shares
Mr. Janki Ballabh	Chairman, Non-Executive, Independent Director	—
Mr. S. M. Acharya	Non-Executive, Independent Director	—
Ms. Ritika Dusad	Non-Executive Director	1,000,000
Mr. Prithvi Haldea	Non-Executive, Independent Director	—
Mrs. Elaine Mathias	Non-Executive, Independent Director	—
Prof. Trilochan Sastry	Non-Executive, Independent Director	—
Mr. N. Subramaniam	Non-Executive, Independent Director	7,684

Table 3

k) Memberships of other Boards

An Executive Director may, with the prior consent of the Chairman of the Board, serve on the Board of two other business entities,

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provided that such business entities are not in direct competition with Company operations. A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies. A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company. A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds Directorships. For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

The number of other Directorships and Chairmanship/ Memberships of Committees held by each of the Director as on March 31, 2017 is mentioned in the table below:

Name of Director	Position	Relationship with other Directors	Directorships Held of Other Companies			Committee Positions held as a	
			Public	Private	Section 8 Company	Chairperson	Member
Mr. Janki Ballabh	Chairman, Independent Director	None	6	–	–	4	2
Mr. Vishnu R Dusad	Managing Director (MD), Promoter Executive Director	None	2	7	1	1	1
Mr. S. M. Acharya	Independent Director	None	–	–	–	–	1
Ms. Ritika Dusad	Non-Executive Director	Daughter of Managing Director and CEO	–	1	–	–	–
Mr. Prithvi Haldea	Independent Director	None	3	3	1	1	2
Mrs. Elaine Mathias	Independent Director	None	–	–	–	–	1
Prof. Trilochan Sastry	Independent Director	None	1	1	–	–	3
Mr. R. P. Singh	Executive Director	None	2	2	–	–	–
Mr. N. Subramaniam	Independent Director	None	3	5	–	1	2

Table 4

In accordance with Regulation 26 of SEBI (LODR) Regulations, 2015 of the Listing Agreement:

- Membership/Chairmanships of only the Audit Committee and Stakeholder Relationship Committee of all Public Limited Companies including Nucleus Software Exports Ltd. is considered.
- None of our Directors are members of more than ten Board level committees, or Chairman of more than five committees in Companies in which they are Directors. All the Directors are, as such, fully compliant with the requirement.

Furthermore, all our Directors besides informing the Company annually about their Committee positions in other companies, also notify changes as and when these take place.

I) Board Meetings

(i) Information supplied to the Board

The Board has complete access to all information available with the Company. All information stipulated under Regulation 17 of SEBI (LODR) Regulations, 2015 is regularly provided to the Board as a part of the agenda papers well in advance of the Board meetings.

There is a structured manner in which the agenda items are prepared and distributed for the Board meetings. During the Board meetings, the senior management is invited to present the plans and achievements relating to their respective areas of responsibility.

(ii) The information placed before the Board includes:

- o Annual operating plans and budgets, with updates, if any.
- o Capital budgets and updates, if any.
- o Quarterly results of the Company and its operating divisions or business segments.
- o Minutes of meetings of Audit Committee and other Committees of the Board.
- o Information on recruitment, remuneration and removal of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and Company Secretary.
- o Materially important show cause, demand, prosecution notices and penalty notices, if any.
- o Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any.

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- o Any material default in financial obligations to and by the Company or substantial non-payment for products sold by the Company.
- o Any issue that involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken on adverse view regarding another enterprise that can have negative implications on the Company.
- o Details of any joint venture or collaboration agreement.
- o Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- o Any significant development concerning human resources/ industrial relations.
- o Sale of material nature, of investments and assets, which are not in the normal course of business.
- o Quarterly details of foreign exchange exposure and the steps taken by the management to limit the risks of adverse exchange rate movement, if material.
- o Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
- o Quarterly details of investments by the Company in liquid mutual funds, bank deposits and bonds, and returns thereon.
- o Quarterly update on HR related activities.
- o Quarterly update on wholly-owned subsidiaries.
- o Quarterly update on large orders.

gap between two Board meetings during the year was three months.

- The dates on which the Board meetings were held during FY 2016-17, and the attendance record of the members in these meetings is provided in a table.

Board Meeting Dates									
Name of Directors	6 April 2016	4 May 2016	2 June 2016	8 July 2016	20 July 2016	20 October 2016	30 December 2016	23 January 2017	24 March 2017
Mr. Janki Ballabh	☎	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Vishnu R Dusad	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. S. M. Acharya	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Prithvi Haldea	✓	✓	✓	✓	✓	✓	✓	✓	✓
Mrs. Elaine Mathias	✓	✓	✓	✓	✓	✓	✓	✓	✓
Prof Trilochan Sastry	✓	✓	✓	✓	✓	✓	x	✓	✓
Mr. R. P. Singh	✓	✓	✓	X	✓	✓	✓	✓	✓
Mr. N. Subramaniam	X	✓	X	✓	✓	✓	✓	✓	✓
Ms. Ritika Dusad*	NA	NA	NA	NA	✓	✓	✓	☎	X

Table 5

* Ms. Ritika Dusad was appointed as Additional Director on July 20, 2016

☎ Attended through Tele-conferencing.

- o Report on order book position
- o Report on compliances under “Code of Prevention of Insider Trading” of the Company.

(iii) Board Agenda

The Company Secretary, in consultation with the Chairman of the Company and Chairman of the respective Board Committees, prepares the agenda and supporting papers for discussion at each Board and Committee Meeting. The agenda and notes are circulated to Board/Committee members in advance, and in the defined agenda format. Members of the Board or Committees are free to suggest any item to be included in the agenda, in addition to exercising their right to bring up matters for discussion at the meeting with permission of the Chairman.

(iv) Board Materials Distributed in Advance

Information and data that is important to the Board's understanding of matters on the agenda is distributed to the Board several days prior to the Board meetings in order to allow the members adequate time for a detailed review.

(v) Minutes of Board meetings of the Company's unlisted subsidiary companies

Minutes of the Board meetings of the Company's unlisted subsidiary companies are also placed before the Board for information.

(vi) Scheduling of Board Meetings and Attendance during FY 2016-17.

- A minimum of four Board Meetings are required to be held each year. Moreover, the gap between two Board Meetings should not exceed four months. During FY 2016-17, 9 Board meetings were held by your Company and the maximum

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- 4 statutory Board meetings are scheduled in advance for the entire year to be held after the end of each financial quarter. Additional Board meetings are convened by giving appropriate notice. In addition, for any business exigencies, the resolutions are passed by circulation and later placed in the ensuing Board meeting.
- Committees of the Board meet whenever required.
- The Board meetings are usually held at the Company's corporate office at A 39, Sector 62, NOIDA 201307.
- Information as mentioned in Schedule II Part A of the SEBI (LODR) Regulations 2015, has been placed before the Board for its consideration
- Video conferencing/other audio visual means as prescribed by the Companies Act 2013, and Rules made thereunder, are used to facilitate Directors travelling abroad, or present at other locations to participate in the meetings.

(vii) Recording Minutes of Proceedings at Board/ Committee Meeting

- The Company Secretary, who is present in each Board/Committee meeting, records the minutes of the proceedings. The draft minutes are circulated to all Board members within 48 hours of the meeting for their comments.
- The final minutes are entered in the Minutes Book and signed by the Chairman within 30 days from the conclusion of each meeting.

In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes also contain :

- (a) the names of the Directors present at the meeting; and
- (b) in the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from, or not concurring with the resolution.

Further all other requirements as per the Companies Act, 2013 and Rules made thereunder are duly observed regarding Board/Committee meeting Minutes.

(viii) Compliance

The Company Secretary, while preparing the Agenda, Notes on agenda, Minutes etc. is responsible for and is required to ensure adherence to all applicable laws and regulations.

(ix) Action Taken Report

All items discussed in the Board meetings which require an action are recorded separately and are circulated to the relevant persons for requisite action. The action taken by them is then reported through an "Action Taken Report", which is placed at each Board meeting.

m) Discussion with Independent Directors

Pursuant to Schedule IV of the Companies Act 2013 and the Rules made thereunder, the Independent Directors of the Company held a meeting during the year, in absence of the non-Independent Directors and members of management. All the Independent Directors were present at this meeting and participated in the discussions.

In this meeting of Independent Directors, performance of non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The members also discussed quality, quantity and timeliness of flow of information between the company management and the Board in great detail, and expressed their satisfaction that the Board as a whole and each member individually receives all pertinent/sought for information from the Company in an adequate manner and in time. The members also discussed adequacy of Internal Controls in the meeting.

B. Committees of the Board of Directors

Committees are a means of improving Board effectiveness in areas where more focused, specialized and extensive discussions are required. Some of the Board functions are performed through specially constituted Board Committees consisting of Executive and Non-Executive / Independent Directors, which then report to the Board. The Board's Committees include Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration / Compensation Committee, and Corporate Social Responsibility Committee. During the year, the Board approved merger of Compensation Committee with Nomination and Remuneration Committee (NRC) and all functions of Compensation Committee were assigned to Nomination and Remuneration Committee. The Nomination and Remuneration committee was also renamed as Nomination and Remuneration / Compensation Committee (NRC Committee). The Board members also approved dissolution of the Corporate Governance Committee, a voluntary committee which was formed by the Board in the past. The Corporate Governance Committee met once during the year.

All Committees have formally established terms of reference/ charter, subject to revision/amendment as and when required.

The Chairman of each Committee fulfills an important leadership role similar to that of the Chairman of the Board, particularly in creating an environment for effective contribution of each Committee member. While each Committee follows its charter, it also takes up for discussions, matters referred to it by the Board. The Company Secretary, in consultation with the Board Chairman and Committee Chairman, prepares the agenda for each meeting. The minutes of each Committee's meeting are submitted to the Board for information and appropriate action.

Nucleus Board Committees

a) Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (LODR)

Report on Corporate Governance

Regulations 2015, read with section 177 of the Companies Act 2013. A key element in the Corporate Governance process of any organization is its Audit Committee. Effective Audit Committees can greatly assist the Boards in discharge of their duties in respect of integrity of the Company's financial reporting. Indeed, it is essential that Boards, Management, Auditors, Internal Auditors and Audit Committees all work with a common purpose to ensure that the Company obtains the benefits of the Audit Committee in terms of better financial reporting and greater effectiveness of internal controls.

The Audit Committee at Nucleus was formed in August 2001. To efficiently carry out its functions, the Audit Committee has the following roles and responsibilities as per its charter:

Audit committee shall along with such matter as may be referred by Board, be responsible for the following:

(i) With reference to the financial statements

- Examination of the financial statements and the auditors' report thereon,
- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:-
 - ✓ Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - ✓ Changes, if any, in accounting policies and practices and reasons for the same
 - ✓ Major accounting entries involving estimates based on the exercise of judgment by management
 - ✓ Significant adjustments made in the financial statements arising out of audit findings
 - ✓ Compliance with listing and other legal requirements relating to financial statements
 - ✓ Disclosure of any related party transactions
 - ✓ Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Review the financial statements, in particular, the investments made by the unlisted subsidiary company.

With reference to Auditors

- The recommendation for appointment, remuneration and terms of appointment of all Auditors of the Company including filling of casual vacancy,

- Reviewing and monitoring the Auditor's independence and performance and effectiveness of the Audit process,
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

With reference to related party transactions

- Approval or any subsequent modification of transactions of the Company with Related Parties,

The term "Related Party Transactions" shall have the same meaning as provided in SEBI (LODR) Regulations, 2015 and also the provisions of Companies Act, 2013 read with relevant rules thereto.

Other references

- Scrutiny of Inter-Corporate Loans and Investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of Internal Financial Controls and Risk Management Systems;
- Monitoring the end use of funds raised through public offers and related matters;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

Report on Corporate Governance

- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Following information is required to be mandatory reviewed by Audit Committee

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

Additional responsibility of the Chairman of the Audit committee

- Direct access to the Chairperson of the audit committee under the vigil mechanism process.
- The Chairman of the Audit Committee shall be present at Annual General Meeting to answer shareholder queries.

(ii) Powers of the Audit committee

- Audit committee has been provided with following powers:
 - o To investigate any activity within its terms of reference.
 - o To seek information from any employee.
 - o To obtain outside legal or other professional advice.
 - o To secure attendance of outsiders with relevant expertise, if it considers necessary.

(iii) Composition of the Audit Committee and Meetings Held during FY 2016-17

Mr. N. Subramaniam is Chairman of the Audit Committee. The Company Secretary of the Company is the Secretary of the Committee.

The Audit Committee met 9 times during the year. As per the statutory requirement, the maximum gap between two Audit Committee Meetings did not exceed the mandatory four months. (The maximum gap between two meetings was two months and twenty one days).

The Composition of the Audit Committee as on March 31, 2017 and details of attendance of the members in the meetings are as follows:

Director	Position	No. of Meetings	
		Held	Attended
Mr. N. Subramaniam	Committee Chairman, Non-Executive, Independent Director	9	8
Mr. S.M. Acharya	Non-Executive, Independent Director	9	9
Mr. Prithvi Haldea	Non-Executive, Independent Director	9	9
Mrs. Elaine Mathias	Non-Executive, Independent Director	9	9
Prof. Trilochan Sastry	Non-Executive, Independent Director	9	9

Table 6

The Chairman of the Audit Committee was present at the previous year Annual General Meeting held on July 8, 2016 to answer shareholders' queries.

In addition to the members of the Audit Committee, the Chief Financial Officer, Internal Auditor, Statutory Auditors and other executives attend the meetings of the Committee upon invitation. Necessary information such as Management Discussion and Analysis of financial condition and results of operations, statement of significant related party transactions submitted by the management, management letters, internal audit reports relating to internal control weaknesses as per the requirement of law, are reviewed by the Committee.

(iv) Separate Meetings of the Audit Committee Members with the Auditors

In line with the best Corporate Governance practices, meetings of the Audit Committee, independent of the Management, are scheduled every quarter, a few days prior to the Audit Committee's meeting to review the quarterly results. The main objective of such meetings is to allow the Statutory Auditor and the Internal Auditor to express any areas of concern with respect to any matter at the same time also raise issues of any disagreement with the Management.

b) Nomination and Remuneration / Compensation Committee

The Nomination and Remuneration / Compensation committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI (LODR) Regulations 2015, read with section 178 of the Companies Act 2013. During the year, with the approval of Board, the Compensation Committee was merged with Nomination and Remuneration Committee and all functions of Compensation Committee were assigned to Nomination and Remuneration Committee. The Nomination and Remuneration committee was also renamed as Nomination and Remuneration / Compensation Committee (NRC Committee). The revised charter of the Committee was also adopted by the Board.

Report on Corporate Governance

(i) Terms of Reference/Charter of the Nomination and Remuneration/Compensation Committee

Primary responsibility of the Committee is to identify and nominate suitable candidates for Board membership and as members of senior Management of the Company. The Committee also formulated policies relating to the remuneration of Directors, Key Managerial Personnel and other employees of the Company.

This Committee is responsible for:

- Recommending desirable changes in the Board composition, size and diversity, committees structures and processes, and other aspects of the Board's functioning
- Formulating criteria for determining qualifications, positive attributes and independence of an Independent Director
- Conducting search and recommending new Board members in light of resignation of some current member/s or in case of a planned expansion of the Board
- Identifying persons who are qualified to become Directors and who may be appointed as senior management in accordance with the criteria laid down, and recommend to the Board for their appointment
- Recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other senior employees, and while formulating such policy, to ensure that:
 - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the desired persons
 - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c) remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals
- Formulating criteria for evaluation of Independent Directors and the Board and carrying out evaluation of each Director's performance
- Ensuring that there is an appropriate induction programme in place for new Directors and members of senior management and reviewing its effectiveness
- Developing a succession plan for the Board and regularly reviewing the plan
- Reviewing succession plans for the senior management

- Reviewing and Formulate Employee Stock Option Plan (ESOP)
 - o Determine terms and conditions of ESOP plan , eligibility criteria, grant of options, vesting and exercise of options and such other adjustments in case of Corporate actions
 - o Review the design of and approve the Company's other benefit plans (including retirement, medical and other employee benefit and perquisite plans)
 - o Perform such functions as required by the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ('ESOP Regulations') and its amendments, if any
- Carrying out any other function as is mandated by the Board from time to time and / or is enforced by any statutory notification, amendment or modification, as may be applicable.

(ii) Composition of the Nomination Remuneration / Compensation Committee and Meetings Held during FY 2016-17

Mr. Prithvi Haldea is the Chairman of the Nomination and Remuneration/Compensation Committee. As of March 31, 2017, the Committee consisted of four members, all the members are Independent Directors. The composition of the Committee is in compliance with the applicable laws. The Company Secretary of the Company is the Secretary of the Committee.

The Composition of the Nomination and Remuneration/ Compensation Committee as on March 31, 2017 and details of attendance of the members in the meetings are as follows:

Director	Position	No. of Meetings	
		Held	Attended
Mr. Prithvi Haldea	Committee Chairman, Independent Director	5	5
Mr. Janki Ballabh	Independent Director,	5	5
Mrs. Elaine Mathias	Independent Director	5	5
Prof. Trilochan Sastry	Independent Director	5	5

Table 7

The Chairman of the Nomination and Remuneration/ Compensation Committee attended the previous year Annual General Meeting held on July 8, 2016.

(iii) Remuneration Policy

Remuneration policy for the members of the Board of Directors of the Company takes into consideration their role and responsibilities. The salient features of the policy are highlighted below:

- The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission to its Managing Director (an Executive Director).

Report on Corporate Governance

- The Nomination and Remuneration/ Compensation Committee decides the commission payable to the Managing Director and the Non-Executive Directors out of the profits for the financial year and within the ceilings prescribed under the Companies Act, 2013 and as approved by the shareholders at a General Meeting.
- Non-Executive Directors of the Company are paid sitting fees for attending meetings of the Board and meetings of Committees of the Board, as per the Companies Act, 2013 and as prescribed in the Articles of Association of the Company.
- The Company reimburses expenditure reasonably incurred by the Directors in the performance of their duties as per the provisions of the applicable laws Companies Act 2013 and in conjunction with the rules and policies of the Company.
- The Nomination and Remuneration/ Compensation Committee reviews and finalizes the remuneration of the key executives on an annual basis, or earlier if deemed necessary.

c) Stakeholder Relationship Committee

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI (LODR) Regulations read with section 178 of the Act. The Stakeholder Relationship Committee has been constituted to assist the Board in safeguarding the interests of and redressing the grievances of the security holders of the Company.

(i) Terms of Reference/Charter of Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Board is constituted with powers and responsibilities including, but not limited to. :

- To approve/ reject registration of transfer/ transmission/transposition of shares.
- To authorize issue of Duplicate Share Certificates and Share Certificates after Split / Consolidation / Rematerialization and in Replacement of those which are defaced, mutilated, torn or old, decrepit or worn out
- To monitor and review the performance and service standards of the Registrar and Share Transfer Agents of the Company and provide continuous guidance to improve the service levels.
- To monitor and review the mechanism for redressal of shareholders' / investors' grievances
- To authorise Managers/Officers/Signatories for signing Share Certificates;
- To appoint and seek outside advice from professionals, consultants or advisors as deemed appropriate to assist the Committee in discharging its functions efficiently.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any

statutory notification, amendment or modification, as may be applicable.

The Committee meets as often as required to discharge its functions. The status on complaints and share transfers is reported to the Board.

(ii) Composition of the Stakeholder Relationship Committee and Meetings Held during FY 2016-17

Mr. Prithvi Haldea is the Chairman of the Stakeholder Relationship Committee. The composition of the Committee is in compliance with the applicable laws. The Company Secretary of the Company is the Secretary of the Committee and also the Compliance officer of the Company.

The Composition of the Stakeholder Relationship Committee as on March 31, 2017 and details of attendance of the members in the meetings are as follows:

Director	Position	No. of Meetings	
		Held	Attended
Mr. Prithvi Haldea	Committee Chairman, Independent Director	2	2
Mr. Vishnu R Dusad	Managing Director, Promoter, Executive Director	2	2
Prof. Trilochan Sastry	Independent Director	2	2

Table 8

The Chairman of the Stakeholder Relationship Committee attended the previous year Annual General Meeting held on July 8, 2016.

(iii) Details of investor complaints/requests received and resolved during FY 2016-17 are as follows:

Nature of Complaints	No. of Complaints/Requests		
	Received	Resolved	Pending at the year end
Non Receipt of Annual Report	5	5	Nil
Non Receipt of Dividend Warrant	16	16	Nil
Duplicate/Revalidation of Dividend Warrant	50	50	Nil
Non receipt of securities	1	1	Nil
Issue of duplicate share	0	0	Nil

Table 9

d) Corporate Social Responsibility (CSR) Committee

As per the Companies Act, 2013, all companies having net worth of ₹ 500 crore or more, or turnover of ₹ 1,000 crore or more or a net profit of ₹ 5 crore or more during any financial year will be required to constitute a Corporate Social Responsibility (CSR) Committee of the Board. In accordance with the law, the Board of Directors constituted the CSR committee in their meeting held in FY 2013-14.

Report on Corporate Governance

(i) Terms of Reference/Charter of the CSR Committee

The purpose of the Committee is to assist the Board in setting Company Corporate Social Responsibility policies and programs and assessing Company Corporate Social Responsibility performance.

The responsibilities of the Corporate Social Responsibility Committee are:

1. To formulate and recommend to the Board, a CSR policy for undertaking permissible CSR activities.
2. To identify and bring to the attention of the Board key Social Responsibility issues that may affect the business operations, brand image or reputation of the Company.
3. To recommend the amount of expenditure to be incurred on CSR activities.
4. To re-evaluate Social Responsibility, from time to time, in light of changes in public perception, industry best practices, and evolving priorities and needs in the communities where the Company does business
5. To provide oversight of Social Responsibility
6. To monitor and review the operation and effectiveness of Company's Corporate Social Responsibility policies and programs
7. To update Board at each regularly scheduled meeting and make relevant recommendations in relation to matters arising for consideration by the Committee
8. To appoint and seek outside advice from professionals, consultants or advisors as deemed appropriate to assist the Committee in discharging its functions efficiently
9. To make any amendments or modifications in CSR Policy as required by law or otherwise
10. Perform such functions as the Board may from time to time assign to it

The CSR Policy of the Company, as approved by the Board, is available on our website www.nucleussoftware.com.

(ii) Composition of the Corporate Social Responsibility Committee as on March 31, 2017 and details of attendance of the members in the meetings are as follows:

Prof. Trilochan Sastry is the Chairman of the Committee. The composition of the Committee is in compliance with the applicable laws. The Company Secretary of the Company acts as the Secretary to the Committee.

The Composition of the Corporate Social Responsibility Committee as on March 31, 2017 and details of attendance of the members in the meetings are as follows:

Director	Position	No. of Meetings	
		Held	Attended
Prof. Trilochan Sastry	Committee Chairman, Independent Director	2	2
Mr. Vishnu R. Dusad	Managing Director, Promoter, Executive Director	2	2
Mr. S.M. Acharya	Independent Director	2	2
Mr. Prithvi Haldea	Independent Director	2	2

Table 10

C. Shareholder Information

a) Means of Communication

(i) Quarterly/Annual Results

- The Company releases Quarterly Report for each quarter (except fourth quarter) in the form of soft copy and is uploaded on the Company's website www.nucleussoftware.com. This ensures prompt information to the shareholders and also contributes in saving paper thus saving trees and making the planet greener.

These reports contain audited financials of the parent Company along with the Auditors Report thereon; Unaudited consolidated financials of the Company and subsidiaries and a detailed analysis of results under "Management's Discussion and Analysis".

- The Company communicates quarterly/annual financial results via email to all its shareholders who have valid e-mails ids registered with their Depository Participants (DP).
- The Company sends an instant email alert of the quarterly/annual financial results, to all persons who get themselves registered on the Company's website.
- Earnings conference calls are conducted after announcement of quarterly/annual financial results wherein the Management updates the investor community on the progress made by the Company and also answers their queries. The audio as well as the transcript of the call is uploaded on the website www.nucleussoftware.com, for public information.
- The Company publishes official news releases and they are also uploaded on the website www.nucleussoftware.com.

The Company uses a wide array of communication tools including face-to-face, online and offline channels to ensure that information reaches all the stakeholders in their preferred medium.

Report on Corporate Governance

(ii) Newspapers for publication of financial results

The Company's financial results are published in Business Standard, the leading national financial daily and in the Hindi edition of Business Standard for regional circulation.

(iii) Investor Section at Company's website

The investor section at our website www.nucleussoftware.com provides comprehensive information about the Company. Our goal is to enable shareholders and potential investors (as also media and researchers) to easily find or navigate pertinent information about us, including:

- Company Overview, Financials, Board of Directors, Stock Exchange filings, Shares, Corporate Governance, Corporate Social Responsibility, Awards, Investor contact, Investor related Frequently Asked Questions (FAQ) and various forms for shareholder assistance.
- The important events such as AGM etc. and official press releases of the Company are also updated on the Company's website regularly.
- Interested persons, who register on the Company's website, receive alerts and updates on financial events, financial results, press releases and annual and quarterly reports.

(iv) Interaction with Institutional investors, analysts etc.

- The Investor Relations team of the Company conducts regular meetings and conference calls of the Company Management with the institutional investors, analysts etc.
- Quarterly/annual financial results and press releases are sent to all institutional investors, analysts who are registered in the Company database, to keep them abreast of all significant developments.
- The investor presentations made to institutional investors or analysts are displayed on the Company's website.

(v) Annual Report

The Company's Annual Report containing, inter alia, Letter from the Chairman, Letter from the CEO, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report, Report on Corporate Governance, Risk Management, Financial Highlights, Management Discussion and Analysis and other important information is circulated to all the members. The Annual Report of the Company is also available on the Company's website; both in a downloadable pdf format and an HTML online format, for ease of use.

(vi) Dedicated Email id for shareholders

investorrelations@nucleussoftware.com is the email id exclusively devoted for shareholders' queries.

(vii) Investor Relations - Our communication with the Investor Community

The Company values transparent relationship with the shareholders, prospective investors and the wider investment community. The Investor Relations (IR) team at Nucleus manages these relationships with high standards of clarity and transparency. It proactively interacts with the investors through meetings, investor conference calls, investor meets, conferences and mails. Dedicated Investors' page on corporate website of the Company provides an efficient medium of information to the investors. The IR team can be reached at ir@nucleussoftware.com.

(viii) NSE Electronic Application Processing System (NEAPS)

NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like Quarterly/Annually Financials, Shareholding Pattern, Corporate Governance report, media releases, among others are filed electronically by the Company on NEAPS.

(ix) BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like Quarterly/Annually Financials, Shareholding Pattern, Corporate Governance report, media releases, among others are also filed electronically by the Company on the Listing Centre.

(x) SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web-based complaints redressal system. The salient features of this system are Centralized database of all complaints, online upload of Action Taken Reports by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

b) Corporate Identity Number (CIN)

Corporate Identity Number (CIN), allotted by the Ministry of Corporate Affairs, Government of India is L74899DL1989PLC034594 and the Company Registration Number is 55-034594. The Company is registered in the State of New Delhi.

c) Shareholder Education

Shareholders of the Company are provided with timely information on all Company related matters including recruitment/appointment of Directors and other important events through Press Releases.

In the Annual Report, a chapter named "Shareholders' Referencer" and in the Quarterly Report a chapter named "Additional information to Shareholders" is included, with most of the relevant information about the Company, its history, promoters, employees, share transfers, dematerialisation etc. All such material information is also available on the Company's website under "FAQs".

Report on Corporate Governance

It is our constant endeavor to provide efficient and prompt services to the shareholders. Shareholder satisfaction survey is conducted through a shareholder feedback form uploaded on the Investors section of the Company's website, for online filing. Responses received through this survey help us:

- o to assess the level of satisfaction among Nucleus shareholders and
- o identify areas of strengths and weakness of Nucleus as perceived by the shareholders.

d) General Body Meetings

(i) Particulars of Annual General Meetings (AGM) held during the previous three years is as follows:

Financial Year, Date, Time	Venue	Ordinary Resolution	Special Resolution
FY 15-16, July 8 2016, 11.30 a.m.	Sri Sathya Sai International Centre	- Adoption of Annual Accounts for the year ended March 31, 2016. - Confirmation of payment of Interim Dividend - Appointment of BSR & Associates, LLP, Chartered Accountants as the statutory auditors in place of retiring auditor. - Re-appointment of Mr. R. P. Singh as Whole Time Director, who retires by rotation at this meeting and being eligible offers himself for re-appointment. - Appointment of Mr. S. M. Acharya as an Independent Director	Re-appointment of Mr. Vishnu R Dusad as Managing Director and designate him as Chief Executive Officer and Managing director of the Company.
FY 14-15, July 8 2015, 11.30 a.m.	Sri Sathya Sai International Centre	- Adoption of Annual Accounts for the year ended March 31, 2015. - Declaration of Dividend on equity shares. - Appointment of Deloitte Haskins & Sells, Chartered Accountants as the statutory auditors. - Designate Managing Director as a "Director liable to retire by rotation" and consequential amendment in terms of his appointment - Re-appointment of Mr. Vishnu R Dusad as Managing Director, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.	- Adoption of new set of Articles of Association of the Company Pursuant to the Companies Act, 2013. - Adoption of new Memorandum of Association of the Company.
FY 13-14, July 8 2014, 11.30 a.m.	Sri Sathya Sai International Centre	- Adoption of Annual Accounts for the year ended March 31, 2014. - Declaration of Dividend on equity shares. - Appointment of Deloitte Haskins & Sells as the Statutory Auditors. - Appointment of Mr. Janki Ballabh and Mr. N. Subramniam as Independent Directors. - Vacancy caused by the retirement of Mr. Sanjiv Sarin, Director who retire by rotation at the AGM not to be filled.	- Approval of the Related Party Transaction with M/s. Praxis Consulting and Information Services Pvt. Ltd. for a period from October 3, 2013 to October 2, 2014. - Approval for payment of commission of an amount not exceeding one percent of net profits of the Company to Non-Executive Directors for each year for the period of five years commencing from April 1 2014

Table 11

(ii) Detail of Attendance at the AGM held for FY 2015-16

AGM Date:	Mr. Janki Ballabh	Mr. Vishnu R Dusad	Mr. R.P Singh	Mr. Prithvi Haldea	Prof. Trilochan Sastry	Mr. N. Subramaniam	Ms. Elaine Mathias	Mr. S. M. Acharya
July 8, 2016	√	√	X	√	√	√	√	√

No Extraordinary general meeting was held by the Company during the financial year ended March 31, 2017.

e) Postal Ballot

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During the year, the Company approached shareholders through Postal Ballot for Alteration of the Object Clause of Memorandum of Association of the Company. The Company appointed Mr. Nitesh Latwal, Partner, PI & Associates as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The results of the Postal Ballot conducted during the year are as follows:

Date of Postal Ballot Notice : June 16, 2016

Date of Declaration of Results: August 3, 2016

Name of Resolution	Type of Resolution	Votes cast in favour		Votes cast against		Date of Declaration of Results
		No. of votes	%	No. of votes	%	
Alteration of the Object Clause of Memorandum of Association of the Company	Special Resolution	19,360,832	99.99%	5	0.01%	August 3, 2016

Note : The above mentioned Resolution was passed with requisite majority.

Procedure for Postal Ballot

In Compliance with Section 108 and Section 110 of the Companies Act, 2013 read with the related rules, the Company provides electronic voting (e-voting) facility in addition to physical ballot, to all its members. For this purpose, the Company has engaged services of Karvy Computershare Pvt. Ltd.

The Company dispatches the Postal Ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appear on the register of members/ list of beneficiaries as on cut off date. The Postal Ballot notice is also sent in electronic form to those members whose email address are registered with depository participants. The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable rules.

Voting rights are reckoned on the paid up value of the shares registered in the names of the members as on the cut –off date. Members who want to exercise their vote by physical Postal Ballot are requested to return the said form duly completed and signed, to Scrutinizer on or before close of the voting period. Those using the e-voting option are requested to vote before the close of business hours on the last date of e- voting.

The Scrutinizer completes his scrutiny and submits his report to Chairman or authorized Director, after scrutiny. The consolidated results of the voting are announced by the Chairman/authorized Director. The results are also published in newspapers and also displayed on website of the Company www.nucleussoftware.com besides being communicated to stock exchanges. The date of declaration of results by the Company is deemed to be the date of passing the resolution.

Remote e-voting and ballot voting at the Annual General Meeting (AGM)

To allow the shareholders to vote on the resolutions proposed at the AGM, the Company has arranged for remote e- voting facility. The Company has engaged Karvy Computershare Pvt. Ltd. to provide e-voting facility to all the members. Members whose names appear on the register of members as on July 1, 2017 shall be eligible to participate in the e-voting.

The facility for voting through ballot will also be made available at the AGM and the members who have not already cast their vote by remote e-voting can exercise their votes at the AGM.

D. Disclosures

(a) Disclosure on materially significant related party transactions:

The Company has not entered into any material transaction with any of its related parties. Detailed information on related party transactions is enclosed in Annexure A to the Directors' Report.

(b) Compliances by the Company of Capital Market Guidelines

The Company has complied with all requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to the capital market during the past, including the preceding three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other statutory authorities relating to the above.

(c) Whistle Blower Policy

Nucleus is committed to conduct its business in accordance with the applicable laws, rules and regulations, and with

Report on Corporate Governance

highest standards of business ethics. Nucleus does not tolerate any malpractice, impropriety, abuse or wrongdoing. The Company has a well established whistle blower policy as part of a vigil mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of conduct or ethics policy. This mechanism also provides for adequate safeguards against victimization of Director(s) / employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

In accordance with the Companies Act 2013 and Rules made there under and SEBI (LODR) Regulations, 2015, the Board adopted a revised Whistle Blower Policy.

No complaint was received under the Policy, during the year. We affirm that :

- Provision is made for adequate safeguards to employees against their victimisation on reporting to the Ombudsperson and
- no personnel was denied access to the Audit Committee.

(d) Policy against Sexual Harassment

Nucleus values the dignity of individuals and strives to provide a safe and respectable work environment to all its employees. The Company is committed to providing an environment, which is free of discrimination, intimidation and abuse. Nucleus prohibits any employee of the Company from making any unwelcome and unsolicited sexually determined behaviour (whether directly or by implication). Such kind of harassment can have potential legal and moral pitfalls not only for the individuals involved but also for the Organization as a whole. We at Nucleus believe that it is the responsibility of the organization to protect the integrity & dignity of its employees and also to avoid conflicts & disruptions in the work environment due to such cases.

The Company has put in place a 'Policy against Sexual Harassment', complaint with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Sexual Harassment Act"). As per the policy, any employee may report his/her complaint to the Committee by various modes i.e. in person, through email, in writing or by calling on mobile no. as mentioned. The Committee would then make enquiries and submit its recommendation to the HR Head. He would further take a decision on the same and report to the Board. We affirm that adequate access was provided to any complainant who wished to register a complaint under the policy, during the year.

(e) Code of Conduct

The Company has in place a Code of Conduct which helps to maintain high standards of ethics for the Company's employees. In terms of Code of Conduct, the Directors and Senior Management must act within the boundaries of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests

of the Company and its shareholders and stakeholders. The Company obtains the affirmation compliance of the Code of Conduct from its Directors and Senior Management on an annual basis.

The Company has obtained declaration from its Directors and Senior Management affirming their compliance to the Code of Conduct for the current year.

A copy of the Code of Conduct is made available on the website of the Company i.e. <http://www.nucleussoftware.com/investors>

(f) Prevention of Insider Trading

The Company has adopted a "Code of Conduct for prevention of Insider Trading " to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations 2015. The code also includes practices and procedures for fair disclosure of unpublished Price sensitive information. There is quarterly update placed before Board for any disclosures received under the Code.

(g) Risk Management and Internal Control Policies adopted by the Company

A report on Risk Management and Internal Control Policies adopted by the Company has been discussed later as a separate chapter in this Annual Report.

(h) Adherence to Accounting Standards

The Company follows the mandatory Accounting Standards prescribed by The Institute of Chartered Accountants of India and to the best of its knowledge; there are no deviations in the accounting treatment that require specific disclosure.

(i) Management Discussion and Analysis

As required by SEBI (LODR) Regulations 2015, the Management Discussion and Analysis is provided in this Annual Report. As a voluntary initiative, the Company also prepares and publishes Management Discussion and Analysis for the consolidated financials in the Annual Report, which is also provided later in this Annual Report.

(j) Subsidiary Companies

The Company has Nine subsidiaries across the globe. The Company does not have any material non-listed Indian subsidiary companies. The Company has a policy for determining 'material subsidiaries' which is disclosed on its website

The following table provides a list of all these subsidiaries as on March 31, 2017.

Date of Incorporation/ acquisition	Subsidiaries	Location	Percentage of Shareholding
February 25, 1994	Nucleus Software Solutions Pte. Ltd	Singapore	100%
August 5, 1997	Nucleus Software Inc.	USA	100%
November 2, 2001	Nucleus Software Japan Kabushiki Kaisha	Japan	100%

Report on Corporate Governance

Date of Incorporation/ acquisition	Subsidiaries	Location	Percentage of Shareholding
May 6, 2004	VirStra i-Technology Services Limited	India	100%
February 2, 2006	Nucleus Software Netherlands B.V.	Netherlands	100%
April 21, 2008	Nucleus Software Ltd.	India	100%
February 3, 2014	Nucleus Software Australia Pty Limited	Australia	100%
February 10, 2015	Nucleus Software South Africa Pty. Ltd.	South Africa	100%
March 17, 2016	Avon Mobility Solutions Pvt. Ltd.	India	96%

Table 12

(k) Unlisted Indian Subsidiary Companies

The Company has three Indian subsidiaries; Nucleus Software Ltd., Virstra i- Technology Services Ltd. And AVON Mobility Solutions Private Limited all of these are unlisted Indian subsidiary companies. The investment of the Company in the subsidiaries does not exceed twenty per cent of its consolidated net worth as per the audited balance sheet of the previous financial year. Also, the subsidiaries have not generated twenty per cent of the consolidated income of the Company during the previous financial year.

- Mr. Prithvi Haldea, Independent Director on the Board of Directors of the Company, is an Independent Director on the Board of Directors of Virstra i- Technology Services Ltd.
- Mr. Prithvi Haldea and Prof. Trilochan Sastry, Independent Directors on the Board of Directors of the Company, are Directors on the Board of Directors of Nucleus Software Ltd.
- Mr. N. Subramaniam, Independent Director on the Board of Directors of the Company, is an Independent Director on the Board of Directors of AVON Mobility Solutions Pvt. Ltd.
- The Audit Committee of the Company reviews the financial statements, in particular, the investments made by Virstra i- Technology Services Ltd., Nucleus Software Ltd. and AVON Mobility Solutions Private Limited.
- The minutes of the Board meetings of VirStra i-Technology Services Ltd. Nucleus Software Ltd. And AVON Mobility Solutions Private Limited are placed at the Board meetings of the Company.

The management periodically brings to the attention of the Board of Directors of the Company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies.

The Company policy for determining 'material' subsidiaries' and on Related Party Transactions, as approved by the Board can be accessed on the Company website link : <http://www.nucleussoftware.com/investors>.

- Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years 2014-15, 2015-16 and 2016-17 respectively: Nil

E. General Shareholder Information

• Date of incorporation	9th January, 1989
• Registered Office	33-35, Thyagraj Market, New Delhi-110 003 India
• Corporate Office	A-39, Sector 62 Noida, 201307 India
• Date and time of Annual General Meeting	July 8, 2017, 11.30 a.m
• Venue of Annual General Meeting	Sri Satya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003
• Date of Book Closure for AGM	July 3 to July 8, 2017 (both days inclusive)

Financial Calendar for the financial year 2017-18 (tentative and subject to change)

Financial reporting for :	Tentative dates
First Quarter ending June 30, 2017	between July 15-31, 2017
Second Quarter ending September 30, 2017	between October 15-31, 2017
Third Quarter ending December 31, 2017	between January 15-31, 2018
Year ending March 31, 2018	between April 20- 30, 2018
Annual General Meeting for the year ending March 31, 2018	July 2018

• Listing on Stock Exchanges	Scrip Symbol/Code
National Stock Exchange of India Limited (NSE) w.e.f. December 19, 2002 #Exchange Plaza, Bandra-Kurla Complex Bandra (E), Mumbai-400051.	NUCLEUS
BSE Ltd. (BSE) w.e.f. November 6, 1995 Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai-400001	531209
• International Securities Identification Number	INE096B01018
• Registrars of Company & Share Transfer Agents	Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, India Tel: 040-23420815-18, Fax: 040-23420814 E-mail: mailmanager@karvy.com
• Dividend Payment Date	The final dividend, if declared, shall be paid/credited on or before August 7, 2017

Report on Corporate Governance

a) Market Price Data on NSE & BSE for the financial year 2016-17

Month	NSE					BSE					
	Open	High (₹)	Low (₹)	Close	Total Volume	Open	High (₹)	Low (₹)	Close	Total Volume	
Apr-16	193.85	213.50	191.25	200.60	1,126,417	192.60	213.50	191.60	201.10	189,133	
May-16	200.35	223.95	195.70	202.95	2,008,684	204.00	223.90	196.80	203.30	256,633	
Jun-16	205.80	229.00	203.45	225.60	1,310,137	205.00	228.00	202.00	224.80	196,219	
Jul-16	225.60	233.65	192.90	194.05	977,645	227.90	232.10	193.00	194.00	128,965	
Aug-16	195.10	199.75	180.95	190.45	676,527	195.00	200.00	177.50	189.75	110,577	
Sep-16	188.75	193.65	165.20	175.55	699,524	190.00	193.00	171.00	174.50	91,463	
Oct-16	175.00	233.45	174.00	216.60	3,821,104	177.75	233.90	175.20	217.15	644,451	
Nov-16	217.00	269.85	179.00	269.85	3,139,719	216.80	268.70	180.50	268.70	620,526	
Dec-16	271.90	303.00	236.25	256.10	11,868,284	272.00	303.30	236.20	256.30	2,760,195	
Jan-17	257.00	299.90	255.15	259.10	6,204,412	258.85	299.85	255.35	257.60	1,178,682	
Feb-17	260.00	280.35	255.25	271.70	1,778,540	256.95	279.80	255.50	272.50	346,863	
Mar-17	272.50	277.90	236.20	246.20	2,021,443	273.00	278.00	237.55	244.95	359,383	
Total Shares traded during the year					35,632,436						6,883,090

Table13

Equity shares of the Company are traded in “Group B” category and are a constituent of the Small Cap Index on BSE Ltd.

b) Share Transfer System

The Company's shares are currently traded in dematerialised form; transfers are processed and approved in the electronic form by NSDL/CDSL through their Depository Participants.

The Stakeholders Relationship Committee is authorised to approve transfer of shares, which are received in physical form, and the said Committee approves transfer of shares as and when required.

The Company obtains from a Company Secretary in practice, a half-yearly certificate of compliance with the share transfer formalities as required under Regulation 7(3) of SEBI (LODR) Regulations, 2015 and files a copy of the certificate with the Stock Exchanges.

c) Reconciliation of share capital

The Company obtains from a Company Secretary in practice, a quarterly certificate of reconciliation of share capital audit with regard to the total admitted equity share capital with the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital under Regulation 55A of The Securities and Exchange Board of India (Depositories and Participants) Regulation, 1996. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

d) Dematerialization of Shares

The Equity shares of the Company are under compulsory dematerialization (“Demat”) category and can be traded only in electronic form. The Company has dematerialized 32,249,965 shares (99.59 % of the paid up share capital) as at March 31, 2017.

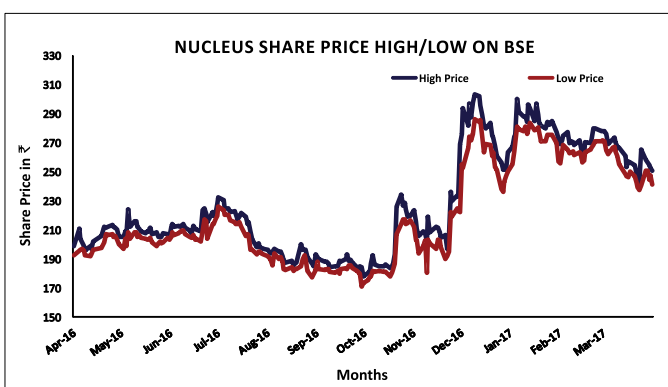
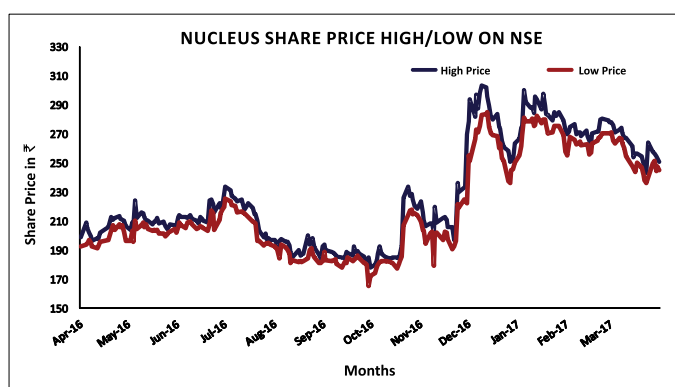
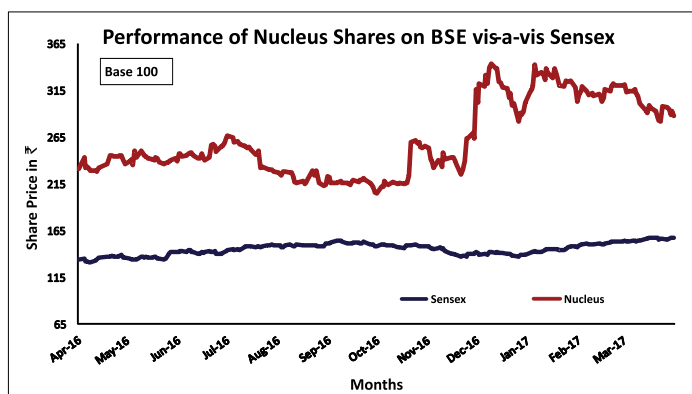
The procedure for converting the shares in dematerialized mode is as under:

- Share certificate(s) along with Demat Requisition Form (DRF) is to be submitted by the shareholder to his Depository Participant (DP)
- DP processes the DRF and generates a unique number viz. DRN.
- DP forwards the DRF and share certificates to the Company's Registrar & Shares Transfer Agent.
- The Company's Registrar & Shares Transfer Agent after processing the DRF confirm or reject the request to the Depositories.
- Upon confirmation, the Depository gives the credit to shareholder in his/her depository account maintained with DP.

The process of dematerialization takes around 15 days from the date of receipt of DRF by the Registrar & Shares Transfer Agent of the Company.

Since the trading in the shares of the Company can be done only in electronic form, it is advisable that the shareholders who have the shares in physical form get their shares dematerialized.

Report on Corporate Governance



e) Electronic Clearing Services (ECS)/National Electronic Clearing Services (NECS) facility

The dividend remittances to shareholders happen predominantly through ECS / NECS as per the locations approved by RBI from time to time. If the shareholders are located at any of the ECS/NECS centers and have not registered their ECS/NECS, they may forward their ECS/NECS mandate to their depository participant if the shares are held in demat form, or to the Company/Registrars, if the shares are held in physical form, immediately.

f) Shareholding Pattern of the Company as at March 31, 2017

Category	As on March 31, 2017		
	Share Holders	Share Holding	Share Holding (%)
Promoter and Promoter Group	11	19,631,866	60.62
Public Share Holding			
Mutual Funds	3	408,507	1.26
Financial Institutions /Banks	3	44,375	0.14
Foreign Institutional Investors	18	2,750,733	8.49
Individuals	18,012	8,003,567	24.72
Bodies Corporate	401	874,415	2.70
Overseas Corporate Bodies / Non Resident Indians/ Clearing Members/ Trusts	503	6,70,261	2.07
Total	18,951	32,383,724	100.00

Table 14

Report on Corporate Governance

g) Distribution of Shareholding

Equity Shares Held		As on March 31, 2017				As on March 31, 2016			
		Share Holders		Shares		Share Holders		Shares	
From	To	(No.)	(%)	(No.)	(%)	(No.)	(%)	(No.)	(%)
1	100	12,000	63.32	522,302	1.61	10,719	62.11	460,662	1.42
101	200	2,266	11.96	390,072	1.20	2,132	12.35	370,572	1.14
201	500	2,216	11.69	799,097	2.47	2,034	11.78	739,638	2.28
501	1,000	1,240	6.54	956,178	2.95	1,213	7.03	936,169	2.89
1,001	5,000	999	5.27	2,129,408	6.58	932	5.40	2,058,018	6.36
5,001	10,000	125	0.66	883,592	2.73	127	0.74	891,531	2.76
10,001	and above	105	0.56	26,703,075	82.46	100	0.59	26,927,134	83.15
TOTAL		18,951	100.00	32,383,724	100.00	17,257	100.00	32,383,724	100.00

Table15

h) Depository Receipts / Global Depository Receipts / Warrants

As on March 31, 2017, the Company has no American Depository Receipts/Global Depository Receipts/Warrants or any such convertible instruments outstanding and there is no likely impact on the Company's Equity Shares in the financial year 2016-17.

i) Employee Stock Option Plans (ESOP)

The ESOP 2015 has been formulated in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. ESOP 2015 contemplates dealing in/ acquisition of secondary shares through an Employee Welfare Trust (Trust) route.

The Company has got shareholders' approval vide postal ballot in Jan 2015, in respect of ESOP 2015 and grant of Stock Options to the eligible employees/ Directors of the Company and that of its Subsidiary Company(ies) as decided by the Nomination and Remuneration/ Compensation Committee from time to time. No Options have been granted under ESOP (2015) during the year.

j) Investor Education & Protection Fund (IEPF)

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. The Company has sent notice to all the members whose Dividends are lying unpaid / unclaimed against their name for seven consecutive years or more. Members are requested to claim the same on or before June 30, 2017. In case the dividends are not claimed by the said date, necessary steps will be initiated by the Company to transfer of such shares without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF Account, members are entitled to claim the same from IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5.

k) Locations

Nucleus services its clients through a network of domestic and international offices. At the year-end, Nucleus had wholly-owned subsidiaries in India, Japan, Netherlands, Singapore, South-Africa, U.S.A, Australia and branch offices in Mumbai and Chennai in India and Dubai (UAE) and London (UK) and USA.

Nucleus operates state-of-the-art Software Development Centers at Noida (U.P.). The Noida Centre is under the Software Technology Park Scheme of the Government of India.

Virstra i - Technology Services Limited, wholly owned subsidiary operates a Development Centre at Pune (Maharashtra).

Nucleus Software Limited (NSL), wholly owned subsidiary operates from a Special Economic Zone, Mahindra World City, Jaipur Ltd. (MWCJL).

AVON Mobility Solutions Pvt. Ltd., subsidiary is based in Chennai and has very good experience in logistics domain and expertise in developing mobile applications.

PARENT COMPANY

Nucleus Software Exports Ltd.

Registered Office	Corporate Office
33-35, Thyagraj Market	A-39 Sector 62
New Delhi-110 003	Noida-201 307
India	India

SUBSIDIARIES

Nucleus Software Solutions Pte. Ltd.

300, Tampines Avenue-5#04-06,
Tampines Junction
Singapore-529653

Nucleus Software Japan Kabushiki Kaisha

Mitsubishi Building
11F, 5-2 Marunouchi, 2 Chome
Chiyoda Ku
Tokyo 100-0005
Japan

Report on Corporate Governance

Nucleus Software Inc.

505, Thornall State, Suite 401,
Edison, NJ 08837
USA

Nucleus Software Netherlands B.V.

Cuserstraat 93, Floor 2 and 3,
Amsterdam, 1081 CN.
Netherlands

VirStra i- Technology Services Limited

Marisoft 1, 6th Floor, Marigold Premises,
Vadgaon Sheri
Pune 411 014
India

Nucleus Software Ltd.

Plot No. IT- A - 017,
Mahindra World City (Jaipur) Ltd.
IT/ITES Special Economic Zone
Jaipur 302 037
India

Nucleus Software Australia Pty. Ltd.

Suite 4, 96-98 Wigram Street
Harris Park
NSW 2150
Australia

Nucleus Software South Africa Pty. Ltd.

1st Floor, Longpoint Office Park
Cnr Montecasino Blvd & Witkoppen Rd Fourways
Johannesburg, 2191
South Africa

AVON Mobility Solutions Pvt. Ltd.

Office No.7, M V Naidu Street Ground & First Floor,
Chetpet, Chennai – 600031.
India

Branch Offices in India

A. Mumbai

Wellington Business Park
405-408, 4th Floor,
Near S.M Centre,
Marol Naka, Andheri Kurla Road
Andheri (East)
Mumbai 400 059

B. Chennai

Building No. 40,
II Main Road
Ambattur Industrial Estate Ambattur
Chennai 600058

Branch Offices in Overseas Locations

A. London (UK)

Nucleus Software Exports Ltd.
1520, City Point
1, Ropemaker Street
London EC2Y 9HT,
UK

B. Dubai (U.A.E)

Nucleus Software Exports Ltd
Office #305, EIB Building # 05,
Dubai Internet City (DIC),
Dubai, U.A.E.

C. USA

505, Thornall Street, Suite 401
Edison , NJ 08837
USA

l) Investor Correspondence may be addressed to:

The Company Secretary
Nucleus Software Exports Ltd.,
33-35, Thyagraj Market
New Delhi-110003.
India
Tel: +91-(120)-4031400
Fax: +91-(120)-4031672
Email: investorrelations@nucleussoftware.com

m) Other General Shareholder Information

The other mandatory and additional information of interest to investors is voluntarily furnished in a separate chapter "Shareholders' Referencer" of this Annual Report.

n) Auditor s' Certificate on Corporate Governance

As required by Schedule V of the SEBI (LODR) Regulations 2015, the Auditors' certificate on Corporate Governance is annexed to Director's Report as Annexure C.

o) CEO/CFO Certification

As required by SEBI (LODR) Regulations, 2015, the CEO/ CFO certification is provided as Annexure A to the report on Corporate Governance, in this Annual Report.

p) Secretarial Audit

As per the Companies Act 2013, Secretarial Audit by a practicing Company Secretary has become mandatory for prescribed companies, and they are required to annex the Secretarial Audit report with their Board Report in the Annual Report. We are pleased to inform that your Company, as a voluntary practice, has been getting Secretarial audit done for the past several years, and also reporting it in the Annual Report.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed, Sanjay Grover & Associates, Practising Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report in the prescribed Form MR 3, is provided as Annexure F to the Directors' Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

The Secretarial Auditor has made certain recommendations for adopting additional Best Practices, which are now being implemented.

Report on Corporate Governance

q) Compliance with the Code of Conduct

All Directors and Senior Management personnel of the Company have affirmed compliance with the code for the financial year ended March 31, 2017. A declaration to this effect signed by the Managing Director has been published as Annexure B to this report on Corporate Governance.

r) Green Initiatives by the Ministry of Corporate Affairs, Government of India

The Company whole-heartedly supported the 'Green Initiative' of the Ministry of Corporate Affairs, Government of India enabling electronic delivery of documents to the shareholders at their e-mail addresses registered with the Depository participants/Registrar & Share Transfer Agent. This year also the Company is actively pursuing this initiative by sending Annual Reports in a soft copy form.

s) Commodity price risk or foreign exchange risk and hedging activities:

Detail is provided in Management Discussion and Analysis chapter in this Annual Report.

F. Compliance with Non-Mandatory Requirements of Regulation 27 (1) of SEBI (LODR) Regulations, 2015

Regulation 27 (1) of SEBI of the Listing Agreement mandates us to obtain a certificate from either the statutory auditors or practicing Company secretaries regarding compliance of conditions of Corporate Governance as stipulated in the Clause and annex the certificate with the Directors' report, which is sent annually to all our shareholders. We have obtained a certificate to this effect and the same is given as Annexure C to the Directors' report.

The Company has complied with all mandatory requirements of Schedule II of SEBI (LODR) Regulations 2015.. The Company has adopted following non-mandatory requirements as prescribed under:

a. Shareholder Rights

The Regulation states that a half-yearly declaration of financial performance including summary of the significant events in the last six months, may be sent to each household of shareholders.

- We communicate with investors regularly through e-mail, telephone and face-to-face meetings in investor conferences, Company visits or during road-shows. We also leverage the Internet in communicating with our investor base.
- The announcement of quarterly/annual results is followed by:
 - o Media interactions, wherein business television channel in India telecasts discussions with our CEO.
 - o Earnings conference calls are conducted after announcement of quarterly/annual results wherein the Management updates investor community on the progress made by the Company and answers their queries. The audio as well as the transcript of the call is uploaded on the website www.nucleussoftware.com for investors' information.
 - o The Company also sends results via email to all its shareholders who have valid e-mails ids registered with their Depository Participants (DP).
 - o The Company also sends an instant alert of the results, to all those who register themselves on the corporate website.
 - o Highlights of the results along with a comparison with previous quarters/years, all financial press releases, information on Board of Directors, FAQ for shareholders and other related information on Corporate Governance etc. are also available on the Company website.

b. Modified opinion(s) in audit report

The Company is in the regime of unmodified audit opinion..

c. Separate posts of Chairman and CEO

The Company has separate persons as Chairman and Managing Director/CEO.

d. Reporting of Internal Auditor

The Internal auditor reports directly to the Audit Committee.

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY PURSUANT TO REGULATION 17(8) OF SEBI(LODR) REGULATIONS, 2015

We, Vishnu R Dusad, Managing Director & CEO and Ashish Nanda, Chief Financial Officer, of Nucleus Software Exports Limited ("the Company"), to the best of our knowledge and belief, certify that:

1. We have reviewed the financial statements for the Quarter & Financial Year ended March 31, 2017 along with its schedules and notes on accounts, as well as the cash flow statements;
2. These statements do not contain any untrue statements of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, misleading with respect to the statements made;
3. These financial statements, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report, and are in compliance with the existing accounting standards and applicable laws and regulations;
4. Based on our knowledge and information, no transactions entered into by the Company during the period, are fraudulent, illegal or violative of the Company's code of conduct.
5. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee of the Company's Board of Directors, deficiencies in the design or operation of internal controls and steps proposed to be taken to rectify these deficiencies.
6. We have disclosed, based on our most recent evaluation, to the Company's Auditors and the Audit Committee of the Company's Board of Directors:
 - a. Significant changes in internal control over financial reporting during the period, if any;
 - b. There are no significant changes in accounting policies during the period; and
 - c. There are no instances of fraud of which we have become aware and the involvement, therein, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Place : New Delhi
Date : April 25, 2017

Sd/-
Vishnu R Dusad
Managing Director & CEO

Sd/-
Ashish Nanda
Chief Financial Officer

DECLARATION BY CEO & MANAGING DIRECTOR REGARDING COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT

I, Vishnu R Dusad, CEO & Managing Director of Nucleus Software Exports Limited ("the Company") confirm that the Company has adopted a Code of Conduct ("Code") for its Board Members and senior management personnel and the Code is available on the Company's Website.

I, further confirm that the Company has in respect of the financial year ended March 31, 2017, received from its Board members as well as senior management personnel affirmation as to compliance with the Code of Conduct.

Place : New Delhi
Date : April 25, 2017

Sd/-
Vishnu R Dusad
Managing Director & CEO

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forming Part of the Financial Statements for the year ended March 31, 2017

Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's discussion and analysis of the financial condition and results of operations include forward-looking statements based on certain assumptions and expectations of future events. The Company cannot assure that these assumptions and expectations are accurate. Although the Management has considered future risks as part of the discussions, future uncertainties are not limited to Management perceptions.

A. Industry Structure and Development

Financial Services firms are one of the largest investors in information technology – with IDC Financial Insights reporting global financial services IT spending of USD 480 billion in 2016, with a 5 year compound growth rate of 4.2%. Banking IT spending represents the largest portion of this, at more than USD 275 billion per annum. This investment covers a huge range of areas – hardware and software as well as business specific areas such as CRM, lending software, risk management software etc. While a significant percentage of this investment is spent to “run the bank” rather than “change the bank” we believe that the market for our solutions is large and growing, especially as firms increasingly move to transform their business models in the face of disruption. With 400 companies, India is quickly emerging as a financial technology product hub with high demand across regions. The revenues generated by such software companies are going to see a substantial growth.

We are a product software company and making products is quite different from delivering services; it requires a distinctive mindset, capabilities and environment. Focus is shifting towards Fin-tech solutions for digital channels, and Mobility and Analytics are rapidly emerging as core technologies. The growth of Financial Analytics solutions is helping the BFSI sector to manage risk better and take data driven decisions. The Indian fintech software market is forecasted to touch USD 2.4 billion by 2020 from a current USD 1.2 billion, as per NASSCOM. The public cloud services market in India is slated to grow 35.9 per cent to reach US\$ 1.3 billion according to IT consultancy, Gartner. This makes us hopeful of the future and we work towards building a great Product Company.

B. Company Background

The Company was incorporated on January 9, 1989 as Nucleus Software Exports Private Limited with its registered office at 33-35 Thyagraj Market, New Delhi, India. Subsequently in October 1994, it was converted into a Public Limited Company. In August 1995, Nucleus made an Initial Public Offer and is currently listed at National Stock Exchange of India Ltd. and BSE Ltd.

Nucleus Software is the leading provider of lending and transaction banking products to the global financial services industry. Its' software powers the operations of more than 150 customers in 50 countries, supporting retail banking, corporate banking, cash management, internet banking, automotive finance and other business areas.

Nucleus Software is known for its world-class expertise and innovation in lending and transaction banking technology. We have inter-alia, two flagship products, built on the latest technology:

- FinnOne™, 10 time winner - World's Best Selling Lending Solution.
- FinnAxia™, an integrated global transaction banking solution used by banks worldwide to offer efficient and Innovative global payments and receivables, liquidity management and business internet banking services.

During the year, we have continued to enhance our solutions to take advantage of market trends. Our flagship product FinnOne Neo™ was launched on cloud and is already a success in the domestic market. By providing FinnOne Neo™ on cloud, we are making one of the best lending software more affordable, quickly deployable and scalable as per our customers' business requirements.

We also launched the Collections module as part of FinnOne Neo™ Lending Suite. Collection module is aimed at automating the collection operation in the Financial Institution, increase collection efficiency and thereby reduce delinquency.

We also launched FinnAxia™ 4.0, the latest version of its next-generation integrated transaction banking product suite. The new product suite includes extended compliance to global and regional regulations; increased flexibility for corporate treasurer for greater control, visibility, management of liquidity and enhanced capabilities to digitize the financial value chain of supplier's-buyer's-dealer's thereby creating a business network for collaborative commerce leading to working capital optimization.

During the year, PaySe™, the world's first offline digital cash solution which was launched in previous year FY15-16, was made available in 3 new form factors: smart watch, band and micro SD. With this, we can now cater to consumers more effectively and we launched an innovative project with an esteemed Education Institution in India.

Over the years, our committed professionals have provided solutions par excellence and with our deep expertise and global experience, we have created a global footprint of customers and partners across multiple continents with multi-product, multi-service, multi-currency and multi-lingual implementations. Today, in 50 countries, 150 of the world's most innovative organizations use our solutions to support millions of customers. Nucleus Software operates through integrated and well-networked subsidiaries in India, Japan, the Netherlands, Singapore, USA, Australia and South Africa. Since 1995 product development has been our strength and the Company has chosen to exclusively develop products and further add value through dedicated Research and Development initiatives.

Over the years we have gained deep experience working closely with IT leaders in the Banking and Financial Services

Management's Discussion and Analysis

industry. Headquartered in Delhi, India, the Company has nine subsidiaries, as described in table 1 below.

Date of Incorporation/ Acquisition	Name of Subsidiary Company	Location	Percentage of Shareholding
February 25, 1994	Nucleus Software Solutions Pte. Ltd.,	Singapore	100%
August 5, 1997	Nucleus Software Inc.	USA	100%
November 2, 2001	Nucleus Software Japan Kabushiki Kaisha	Japan	100%
May 6, 2004	VirStra-i Technology Services Ltd.	India	100%
February 3, 2006	Nucleus Software Netherlands B.V.	Netherlands	100%
April 21, 2008	Nucleus Software Ltd.	India	100%
February 3, 2014	Nucleus Software Australia Pty. Ltd.	Australia	100%
February 10, 2015	Nucleus Software South Africa (Pty) Ltd.	South Africa	100%
March 17, 2016 (date of acquisition)	Avon Mobility Solutions Pvt. Ltd.	India	96%

Table 1

The Company has branch offices in Chennai and Mumbai in India and in London, UK, USA and Dubai. The Singapore subsidiary has a representative office in Jakarta in Indonesia and in Manila in the Philippines. These subsidiaries/branch offices help the Company in providing front-end support to customers and explore new opportunities.

C. The Way Forward

The Information technology industry is defined by relentless cycles of innovation and commoditization and this has made it one of the most dynamic, fast-changing and fiercely competitive industries in the world. Innovation and technological advancement are also inextricably linked with the very essence of banking. Today, the world's leading banks are experimenting with robotics and artificial intelligence to improve efficiency and stand out in a market where banks are becoming more and more standardized in terms of technology and services offered to customers. Bots are being used in many areas, including providing online, interactive mortgage advice to consumers, and many processes are now completely free of any human engagement.

The Company started its journey of developing world class IT products for customers in the banking and financial services space, where changing business requirements and growing complexity are driving rapid adoption of technology. We are taking our digital capabilities to the existing and new customers while also investing in disruptive innovation that will drive industrial productivity in the future. Guided by a strong executive team we launched Lending Analytics, to help companies leverage the power of analytics in lending and continued to build on the market for the FinnOne Neo™ Cloud, which enables companies to take advantage of the power of cloud. These solutions have opened new target markets for us. We have helped customers all over the world go-live and benefit from the advancements in technology. Financial institutions and banks rely on gathering, processing, analyzing, and providing information in order to meet the needs of

customers. For three decades our mission has been to help our customers succeed by leveraging the latest technologies.

We believe that developing a customer-centric business model and to help our customers become more customer-centric, we have made it a priority to embed our solutions deeper into ourselves in the consumer's journey. This means thinking about financial services not as a separate activity, but as an enabling activity that should be seamlessly woven into a consumer's everyday life. As a pioneer in providing solutions to the banking and financial services industry, we are committed to delivering great products and outstanding experiences to our customers.

Some notable accolades won over the years are as follows:

- **bob Finance and FinnOne™ win The Banking Technology Award 2016**, bob Finance AG, a financial service company in Switzerland deployed Nucleus Software's FinnOne™ for offering an innovative and completely digitized loan service. This implementation won The Banking Technology Award 2016 - Highly Commended for Best Use of IT in Lending.
- Named as a **'Model Bank Vendor 2016'** Award by **Celent** for helping multiple clients achieve technology or implementation excellence.
- Recognized amongst the **'World's top 5 Mobile Banking Solution Providers'** by **Forrester Research, Inc.** in The Forrester Wave™: Mobile Banking Solutions, Q4 2015.
- Corporate LiveWire – FinTech Excellence Awards 2015 in the category **"Excellence in Providing Banking Products"**
- FinnOne™ **10 time winner - World's Best Selling Lending Solution** by IBS Publishing, UK.
- Annual Report for the Year Ended March 31, 2014 won the **Platinum Award** for Excellence within the Technology-Software industry and ranked amongst the World's Top 50 Annual Reports within the Technology-Software industry and by the League of American Communications Professional (LACP).
- 9th Social and Corporate Governance Awards in the category **"Best Overall Corporate Governance Compliance and Ethics Program"** organised by World CSR Congress - 2015.
- Titanium Award at **"The Asset Triple A Corporate Awards 2014"** for Third Consecutive Year under the category Financial Performance, Corporate Governance and Investor Relations.
- "Asian CSR Leadership Awards 2014" in the category, **"Best Corporate & Financial Reporting"**.
- **"The Asian Banker award – 2014"** for **"Best Lending Platform Implementation Project"** for introducing MARC, an innovative debt servicing solution that allows customers to make payment anytime, anywhere.
- The Company was inducted into the coveted **Hall of Fame** by the **Institute of Chartered Accountants of India**, in the category, Service sector (other than financial services) with turnover less than ₹ 500 crore, of the 'ICAI Awards for Excellence in Financial Reporting' in the year 2013.

Management's Discussion and Analysis

- CIMB Malaysia, our customer, powered by Nucleus Software's FinnOne™ implementation, has received the Process Excellence Award for Collection and Debt Management at the prestigious BPA Trailblazer Awards.
- Vietnam Prosperity Bank's Loan Origination system, powered by Nucleus Software's FinnOne CAS, LMS and Collections was recognized with **Model Bank Award** by Celent (March 2013).
- Forrester recognized Nucleus as a **"Global Pursuer"** and stated it **"regained traction in 2010"**. Based on the number of deals and regions covered, Nucleus was ranked among top Banking Platform providers Source: Global Banking Platform Deals 2010, Forrester Research, Inc., 31st March 2011.
- HDFC Bank, Nucleus Software customer, won the prestigious **Celent 2010 Model Bank Award** for its loan origination system, FinnOne™.

D. Company Management

An active and well-informed Board is necessary to ensure the highest standards of Corporate Governance. At Nucleus, a well-qualified Board consisting of nine members manages the Company with Mr. Janki Ballabh as the Chairman and Mr. Vishnu R Dusad as the Managing Director & CEO. Six out of nine members of the Board are Non-Executive, Independent Directors and one member is Non-Executive Director. These Independent Directors provide valuable contribution in the deliberations and decisions of the Board with their diverse knowledge and expertise. As an effective Board, it develops and promotes the vision, culture and values of the Company and provides entrepreneurial leadership to the company within a framework of prudent and effective controls.

Only a strong global team can drive excellent performance – especially in a challenging business environment. During the year, critical functions of the organisation were strengthened with assessment of Leadership bandwidth to build a strong team aligned to Nucleus fundamentals and culture. Particular emphasis was placed on attracting, developing and retaining talent, especially in emerging markets, through specifically designed programs. At the same time, the focus was on continuously improving and strengthening the leadership team and fostering a unique performance culture at Nucleus. For a global company, a diverse workforce that unites different cultural backgrounds and work experience is an important success factor. We continued recruiting people from across the globe and our endeavour is to smoothly manage and assimilate this diversity in work culture.

Total manpower numbers stood at 1,665 at the end of the year.

Through these efforts we continue to build a robust Brand Nucleus with business from all global markets, supported through an effective distribution network of partnerships, alliances and acquisitions to achieve seamless and high quality delivery resulting in a high level of customer satisfaction.

E. OPPORTUNITIES AND THREATS

The rapid advance of technology has continued to disrupt industries including retail, travel and transportation. The

impact is increasingly being felt in financial services. As if that weren't enough, we had the Brexit referendum and the American Presidential Election, the outcomes of which were most unexpected, and have created considerable uncertainty. Interestingly, these megatrends did nothing to slow down the steady march of digital and allied high-end technologies.

The global IT-BPM market stood at USD 1.2 trillion in 2016 (excl. hardware) driven by the age of customers, it propelled CIOs to invest in business technologies in a bid to capture the always-shifting stickiness factor and sustain competitiveness.

Geopolitical factors and the resultant headwinds have left its imprint on the Indian IT-BPM industry as well. The industry is projected to grow nearly 8% in 2017 to USD 154 billion from USD 143 billion in 2016, an addition of over USD 11 billion. Overall, the industry is estimated to employ nearly 3.9 million people, an addition of 170,000 people (approx.) over 2016.

In 2017, IT-BPM exports from India is expected to reach USD 117 billion, a 7.6% YoY growth. ER&D continues to be the fastest growing segment at 10.5%, driven by global OEMs increasingly embedding software & services into their products.

The trend and the factors contributing to growth are similar to global markets, and encouragingly, at a faster rate. Rapid digitisation and GST implementation is expected to further catalyse growth. There is significant push from the government to go digital and recognised by the global technology giants. The year-end also witnessed demonetisation of higher value notes, which is giving a significant boost to digital payments – leading to a cashless, paperless economy.

As an international organization, we have a relentless focus on product development assimilating global best practices, which has led to lending and transaction banking product implementations across more than 50 countries for 150+ customers. Our domain knowledge and years of experience positions us well to enter new markets and expand market share in existing markets

F. OUTLOOK

Your Company continues its journey as a preferred partner for banking and financial organizations worldwide, providing innovative and pioneering products, services and solutions globally. Continuing the relentless focus on customer success, your Company launched a range of innovative solutions during the year.

'Digital Transformation' has become a central component for businesses across all industries. It entails leveraging digital tools and technologies to make life easier, bringing increased convenience, enhanced efficiency, improved affordability, and better access to information, goods and services.

The banking and financial services sector has gone through unprecedented change in the last few years and the transformation is not yet complete. Advances in big data and analytics have led to new products, solutions and services making financial institutions smarter, more agile and more competitive. Challenges create opportunities, and we are investing in the right technologies and enhancing our solution to help our customers turn opportunities into profits. We will continue to ensure that our solutions are ready to cater to these

Management's Discussion and Analysis

evolving needs, so that our customers can take advantage of the opportunities presented.

Software industry body National Association of Software and Services Companies (Nasscom) expects, India's IT-BPM sector total revenue to reach USD 200-225 billion by 2020 and between USD 350-400 billion by 2025. Digital technologies will continue to define the sector and revenue from these is likely to have a 23 per cent share by 2020 and more than 38 per cent by 2025. Indian service providers face a significant opportunity as digital technologies continue to be embedded in an ever widening range of products and services.

G. RISKS AND CONCERNS

These are discussed in detail in the Risk Management chapter provided later in this Annual Report.

H. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal control systems are a set of policies, processes and procedures put in place to help achieve the strategic objectives of an organization. Good controls encourage operational efficiency and compliance with laws and regulations, as well as minimizing the chance of errors, theft and fraud. At the same time internal controls also enhance the reliability and accuracy of accounting data.

The Company has an Internal Control System commensurate with the size, scale and complexity of its operations. This has been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies. The management assessed the effectiveness of the Company's internal control over financial reporting (as defined in Clause 17 of SEBI Regulations 2015) as of March 31, 2017.

M/s BSR and Associates, the statutory auditors of the Company, have audited the financial statements included in this annual report and have issued an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

The Board of Directors has also appointed Internal Auditors as recommended by the Audit Committee with a well-defined internal audit scope. The Internal Auditor reports to the Chairman of the Audit Committee and presents significant audit observations to the Audit Committee. Based on the report of the Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

The CEO/CFO certification provided elsewhere in this report also places responsibility on the CEO and CFO to continuously ensure adequacy of our internal control systems and procedures.

I. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

The IT industry witnessed a challenge in retaining its talent in the last two years – from being the largest employer of software professionals to nurturing the most diverse workforce that drives & delivers excellence. However, the booming industry

continues to present challenges in attracting and retaining the talent we need. The increased diversity of human capital has helped the organizations in this industry to be creative, knowledgeable as well as innovative.

Our company's HR function focuses on creating an environment that stimulates the creation of knowledge while acting as a coach, counselor and facilitator. Consequently, strong emphasis has been placed on attracting, managing and retaining talent. As a strategic partner, the HR function launched numerous initiatives to ensure a high-performing and engaged workforce. The Company has built global talent pool over the years, by recruiting students from premier universities in India and through the need based hiring for other positions. Also we have taken many initiatives in the previous year to retain the best talent. We continuously review and improvise them for still better retention. We are happy to share that we launched various organization-wide HR initiatives to ensure high-performing and engaged workforce like frequent connect sessions with associates, Capability Strengthening Workshops, Critical Resource Retention Program aimed at motivating and retaining key talent to name a few, which helped in actively managing and constantly building the unique capabilities of our human assets.

With great focus to create an enviable workplace, the HR policies/processes framework are reviewed frequently to maintain consistency with the industry best practices and accelerate operational efficiencies for achieving high performance excellence.

J. FINANCIAL PERFORMANCE

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("2013 Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company has nine subsidiary companies, all of which are wholly-owned subsidiaries except Avon Mobility Solutions Pvt. Ltd., in which the Company acquired 96% stake in the previous year FY15-16. The Company discloses stand-alone audited financial results on a quarterly and annual basis, consolidated un-audited financial results on a quarterly basis and consolidated audited financial results on an annual basis. The financial results of the Company have been discussed in this report in two parts:

- i) Nucleus Software Exports Limited (Standalone) which excludes the performance of subsidiaries of the Company, discussed in this chapter and
- ii) Nucleus Software Exports Limited (Consolidated) including performance of subsidiaries of Nucleus Software, and has been discussed in the later chapters of this report.

Management's Discussion and Analysis

Standalone financial results are as below:

(₹ in crore)

For the Year Ended March 31,	2017	% of Revenue	2016	% of Revenue	Growth (%)
Revenue from Operations	299.35	100.00	278.17	100.00	7.61
Expenses		-		-	
a) Employee benefit expense	176.57	58.98	166.02	59.68	6.35
b) Travel expense	11.01	3.68	17.04	6.13	(35.39)
c) Finance costs (Bank charges)	0.35	0.12	0.43	0.15	(18.60)
d) Other expenses	78.45	26.21	81.75	29.39	(4.04)
Total Expenses	266.38	88.99	265.24	95.35	0.43
Operating Profit (EBITDA)	32.97	11.01	12.93	4.65	154.99
Depreciation	10.27	3.43	10.91	3.92	(5.87)
Operating Profit after Interest and Depreciation	22.70	7.58	2.02	0.73	1,023.76
Other Income	29.41	9.82	50.40	18.12	(41.65)
Foreign Exchange Gain/ (Loss)	(0.17)	(0.06)	0.33	0.12	(151.52)
Profit Before Tax	51.94	17.35	52.75	18.96	(1.54)
Taxation	4.12	1.38	8.09	2.91	(49.07)
Profit After Tax	47.82	15.97	44.66	16.05	7.08

Revenue from Operations

Our revenues from software development comprise of income from time and material and fixed price contracts. Revenue from time and material contracts is recognised as the services are rendered and revenue from fixed price contracts comprising of license, related customization and implementation is recognised in accordance with the output method based on percentage completion. Revenue from annual technical service contracts is recognized on a pro rata basis over the period in which such services are rendered.

During the year, the revenue from operations is ₹ 299.35 crore, against ₹ 278.17 crore for the previous year.

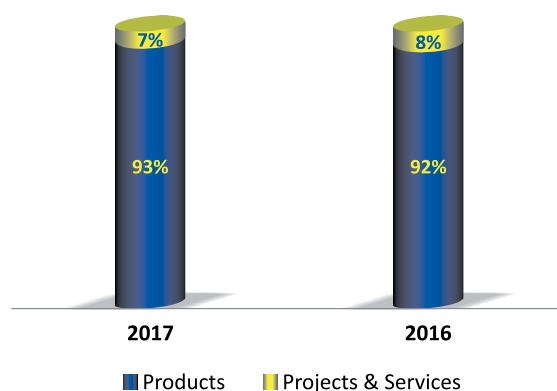
Revenue from Products

We are a Product Company and derive most of our revenues from Products and related services. Categorized under revenue from "Products", it comprises of license fee, revenue from customization and implementation of products and postproduction maintenance support. Product revenue for the year is ₹ 278.41 crore, 93% of the total revenue, against ₹ 255.55 crore, 92% of total revenue, in the previous year.

Revenue from Projects and Services

Software services rendered by the Company, classified under this segment, typically consist of development of software to meet specific customer requirements. These services consist of application development & maintenance, testing, consulting and infrastructure management services with a strong banking domain focus. Software projects and services revenue for the year is ₹ 20.94 crore, 7% of the total revenue, against ₹ 22.62 crore, 8% of the total revenue, in the previous year.

Revenue from Business Segments

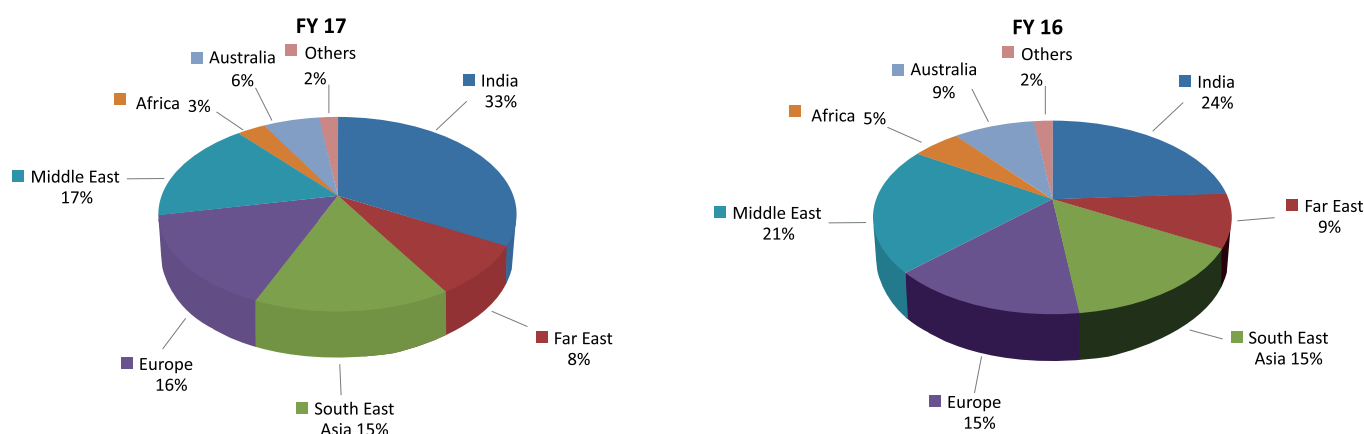


Management's Discussion and Analysis

Revenue from Various Geographies

Your Company is incorporated in India and caters to customers situated all across the globe and hence significant part of the revenue is derived from international sales. For the year 67% revenue was derived from overseas. The graph below presents a geography-wise distribution for the year as well as the previous year.

Revenue from Various Geographies



EXPENSES

Employee Benefit Expense

Employee benefit expense includes salaries paid to employees in India, with fixed, variable and incentives components; provision for gratuity and compensated absence, contribution to provident fund and expense on staff welfare activities. The employee benefit expenses have increased by 6.35 % to ₹ 176.57 crore, 58.98% of revenue against ₹ 166.02 crore, 59.68% of revenue in the previous year. The increase is primarily due to increase in employee compensation and increased hiring at overseas locations.

(₹ in crore)

For the Year Ended March 31,	2017	% of Revenue	2016	% of Revenue	Growth (%)
Salaries	162.13	54.16	151.47	54.45	7.04
Contribution to provident and other funds	8.53	2.85	7.78	2.80	9.64
Gratuity	2.69	0.90	2.64	0.95	1.89
Staff welfare	3.22	1.08	4.13	1.48	(22.03)
Total Employee Benefit Expenses	176.57	58.98	166.02	59.68	6.35
Revenue	299.35	100.00	278.17	100.00	7.61

Operating and Other Expenses

Operating and other expense primarily consist of expenses on travel to execute work at client site and for other related activities, cost of software purchased for delivery to clients, bandwidth and communication expense, infrastructure charges, expenses on account of brand building activities, training and recruitment costs, legal and professional charges, repairs and maintenance charges, insurance, provision for doubtful debts, contribution to CSR activities and others.

Management's Discussion and Analysis

Operating and other expenses at ₹ 89.81 crore, 30.00% of revenue for the year, a decrease of 9.48% against ₹ 99.22 crore, 35.67% of revenue in the previous year.

(₹ in crore)

For the Year Ended March 31,	2017	% of Revenue	2016	% of Revenue	Growth %
Outsourced Technical Service Expense	12.16	4.06	12.46	4.48	(2.41)
Travel Expense	11.01	3.68	17.04	6.13	(35.39)
Cost of software purchased for delivery to clients	2.21	0.74	1.75	0.63	26.29
Power and fuel	4.21	1.41	4.15	1.49	1.45
Rent	3.21	1.07	3.73	1.34	(13.94)
Rates & Taxes	0.40	0.13	0.49	0.18	(18.37)
Repair and maintenance	3.29	1.10	3.13	1.13	5.11
Legal and professional	6.59	2.20	7.70	2.77	(14.42)
Conveyance	1.51	0.50	1.70	0.61	(11.18)
Communication	1.56	0.52	1.75	0.63	(10.86)
Information technology expenses	4.56	1.52	4.21	1.51	8.31
Commission to channel partners	0.42	0.14	0.67	0.24	(37.31)
Training and recruitment	2.84	0.95	1.90	0.68	49.47
Conference, exhibition and seminar	1.52	0.51	3.97	1.43	(61.71)
Advertisement, business development and promotion	0.82	0.27	2.22	0.80	(63.06)
Insurance	0.53	0.18	0.74	0.27	(28.38)
Finance Cost (Bank Charges)	0.35	0.12	0.43	0.15	(18.60)
Sales & marketing fee	17.14	5.73	22.02	7.92	(22.16)
Contribution to CSR activities	1.10	0.37	1.20	0.43	(8.33)
Provision for doubtful Loans	8.01	2.68	0.00	0.00	NA
Miscellaneous expenses	6.37	2.13	7.96	2.86	(19.97)
Total Operating and Other Expenses	89.81	30.00	99.22	35.67	(9.48)
Revenue	299.35	100.00	278.17	100.00	7.61

Finance cost includes bank charges and fee for issuance of bank guarantees. It is ₹ 0.35 crore against ₹ 0.43 crore in the previous financial year.

The decrease in Operating and other expense for FY 2017 from FY 2016 are primarily due to decrease in conference, exhibition and seminar, advertisement, business development and promotion and travelling expenses.

The Company has set up Nucleus Software Foundation, a trust for the purpose of undertaking CSR activities of the Company. During the year, the Company contributed ₹ 1.10 crore towards CSR activities to the trust. The details of CSR initiatives undertaken by the trust has been provided in a separate section in the Annual Report.

Operating Profit (EBITDA)

Operating Profit of ₹ 32.97 crore, 11.01% of revenue against ₹ 12.93 crore, 4.65% of revenue in the previous year.

Depreciation

Depreciation on fixed assets is ₹ 10.27 crore, 3.43% of revenue for the year against ₹ 10.91 crore, 3.92% of revenue in the previous year.

Other Income

Other Income represents income received in the form of dividends from subsidiaries and current investments, interest on fixed deposits and bonds and capital gains on the sale of current investments.

(₹ in crore)

For the Year Ended March 31,	2017	2016
On Investments		
Capital Gain- Mutual Funds	1.69	0.30
Dividend on investment in Mutual fund units and Pref. Shares	11.59	5.32
Dividend from Subsidiary	—	25.05
Interest on fixed deposits	7.06	11.75
Interest on tax free bonds	6.06	4.66
Provisions written back	0.71	2.41
Others	2.30	0.91
Total	29.41	50.40

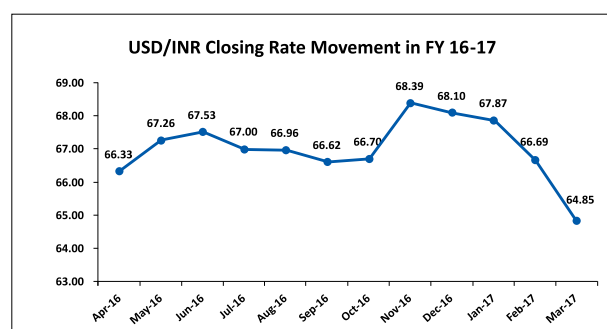
Other income for the year is ₹ 29.41 crore against ₹ 50.40 crore for the previous year.

Management's Discussion and Analysis

The Company received an Interim dividend of ₹ 8.50 crore from the Indian subsidiary (VirStra-i Technology Services Ltd) and ₹ 16.55 crores from Singapore subsidiary (Nucleus Software Solutions Pte. Ltd.) in the previous year. These dividends from subsidiaries do not form part of income on consolidation of parent company and subsidiaries.

Foreign Exchange Gain/ (Loss)

Foreign Exchange Gain (Loss) includes gain (loss) from translation of current assets and liabilities at quarter end rates, those arising from realization/payments of receivables/payables. During the year, the Company had a foreign exchange loss of ₹ (0.17) crore against a gain of ₹ 0.33 crore for the previous year. We conduct major portion of our business transactions in currencies other than the Indian Rupee. Seventy percent of our revenue is denominated in foreign currency, predominantly the US Dollar, while majority of our expenses are in the Indian Rupee and therefore the Company is exposed to continuing risk of foreign exchange fluctuation. The exchange rate between the rupee and the U.S. dollar has changed substantially in recent years and may fluctuate substantially in the future. The exchange rate movement during the year is depicted in the below mentioned chart.



Source: Mecklai Financial

The Indian Rupee varied from a high of ₹ 64.80 to the Dollar in March 2017 to a low of ₹ 68.87 in November 2016 and overall gained 2% against the US Dollar on a March end to March end comparison.

Taxation

Current tax represents the provision for Indian income tax on the profits of the Company as calculated in accordance with the provisions of the Income Tax Act 1961.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods, in accordance with accounting standards. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date.

(₹ in crore)

For the Year Ended March 31,	2017	2016
- Withholding taxes charged off	-	3.16
- Current Tax (Net of MAT credit entitlement)	9.61	5.10
- Deferred Tax Credit (net)	(4.99)	(0.87)
- Earlier Year Tax	(0.50)	0.70
Total	4.12	8.09

Total effective tax for the year is 7.93% of Profit Before Tax, in comparison to 15.34% of Profit Before Tax for the previous year. Expenditure of the Company's R & D centre in Noida which is duly recognized by the Department of Scientific and Industrial Research (DSIR), is entitled to weighted tax deduction in accordance with section 35(2 AB) of the Income Tax Act, 1961.

Profit After Tax

Our Profit after tax for the year is ₹ 47.82 crore, 15.97% of revenue against ₹ 44.66 crore, 16.05% of revenue, during the previous year.

Share Capital

Share Capital of the Company consists of Equity Share Capital. The paid-up share capital as on March 31, 2017 is 32,383,724 equity shares of ₹10 each similar to the paid-up share capital as on March 31, 2016.

Retained Earnings

During the year, Company earned net profit of ₹ 47.82 crore. Your Directors have proposed a dividend of ₹ 5 per share (₹ 16.19 crore). In the previous year, the Company paid a total dividend of ₹ 32.38 crore, of which ₹ 16.19 crore was paid as final dividend for FY14-15 in July 2015 and ₹ 16.19 crore was paid as interim dividend for the FY15-16 in March 2016. In the year ended 31 March, 2016 as per provision of Income-tax Act, 1961, the Company has taken credit of corporate dividend tax aggregating ₹ 1.73 crore on account of tax paid on dividend received from one of its subsidiaries.

Reserves and Surplus

Movement in the components of reserves and surplus is as below:

(₹ in crore)

Particulars	Opening Balance as on April 1, 2016	Additions/ (Deletions) during the year	Closing Balance as on March 31, 2017
Capital Reserve	0.89	-	0.89
Securities Premium	2.19	-	2.19
General Reserve	82.27	-	82.27
Hedging Reserve	0.24	1.12	1.36
Profit and Loss Account Balance	306.51	47.82	354.33
Total	392.10	48.94	441.04

Management's Discussion and Analysis

Fixed Assets

As at March 31, 2017, gross block of fixed assets including investment in technology assets is ₹ 109.48 crore against ₹ 118.24 crore as on March 31, 2016.

(₹ in crore)

As at March 31,	2017	2016	% Inc/Dec
Gross Block			
Freehold land	0.34	0.34	—
Leasehold land	6.64	6.64	—
Building	24.37	24.15	0.91
Office and other equipment	15.88	15.34	3.52
Computers	28.02	33.18	(15.55)
Vehicles	2.98	2.30	29.57
Furniture and fixtures	3.44	3.65	(5.75)
Software	27.10	31.93	(15.13)
Leasehold improvement	0.71	0.71	—
Total	109.48	118.24	(7.41)
Less; accumulated depreciation	79.68	82.82	(3.79)
Net Block	29.80	35.42	(15.87)
Add: Capital Work In Progress	0.32	1.10	(70.91)
Net Fixed Assets	30.12	36.52	(17.52)

There are fresh additions of ₹ 4.76 crore during the year including ₹ 2.50 crore in technology assets. The net fixed assets after depreciation are ₹ 29.80 crore as on March 31, 2017 against ₹ 35.42 crore as on March 31, 2016.

Investments

Investments of the Company can be categorized as per the following:

i) **Non-current investments** totaling ₹ 204.74 crore as on March 31, 2017 against ₹ 135.73 crore as on March 31, 2016.

a. **Investment In subsidiaries** - The investment of the Company in the Equity Share capital of its subsidiaries stood at ₹ 15.83 crore and preference shares stood ₹ 2.35 crore.

(₹ in crore)

Name of Subsidiary Company, Location	As at March 31,	
	2017	2016
Nucleus Software Solutions Pte. Ltd. Singapore.	1.63	1.63
Nucleus Software Inc., USA.	1.63	1.63
Less: Provision for diminution in value of investment in Nucleus Software Inc., USA	(1.63)	(1.63)
Nucleus Software Japan Kabushiki Kaisha, Japan.	0.41	0.41
VirStra i-Technology Services Ltd., India.	1.00	1.00

Name of Subsidiary Company, Location	As at March 31,	
	2017	2016
Nucleus Software Netherlands B.V., Netherlands.	4.89	4.89
Less: Provision for diminution in value of investment in Nucleus Software Netherlands B.V., Netherlands.	(4.89)	(4.89)
Nucleus Software Limited, India	10.00	10.00
Nucleus Software Australia Pty. Limited, Australia.	0.55	0.55
Nucleus Software South Africa (Pty.) Limited, South Africa.	0.32	0.32
Avon Mobility Solutions Pvt Ltd., India.	1.92	1.92
Avon Mobility Solutions Pvt Ltd., India. (Preference Shares)	2.35	—

- b. **Investment in equity shares of a listed company** - ₹ 0.25 crore.
- c. **Investment in tax free bonds held on a hold to maturity basis** - ₹ 77.74 crore.
- d. **Investment in preference shares** - ₹ 51.06 crore.
- e. **Investment in debentures** - ₹ 5 crore
- f. **Investment in long-term fixed maturity plans of mutual funds** - ₹ 52.51 crore.

ii) Current Investments and Bank Balances

In Fixed Maturity plans and liquid plans of mutual funds, ₹ 219.79 crore, as per below table.

(₹ in crore)

Name of the Mutual Fund Scheme	Value of units as at March 31, 2017
Axis Liquid Fund- Direct Plan- Daily Dividend Reinvestment	4.32
Birla Sunlife Enhanced Arbitrage- MDR - Direct	2.01
Birla Sunlife Floating Rate Fund- DDR - Direct	8.89
Birla Sunlife Savings Fund- DDR - Direct	10.54
DSP BlackRock Ultra Short Term Fund - DDR - Direct	6.61
HDFC Arbitrage Fund - Normal DR- Direct	9.56
HDFC Floating Rate - Short term plan- Wholesale – Direct - Daily Dividend	5.90
ICICI Prudential Equity Arbitrage Fund- Direct Plan- Monthly Dividend-Reinvestment option	0.26
ICICI Prudential Flexible Income Plan - DDR - Direct	7.41
ICICI Prudential Ultra Short Term Plan- Direct Plan- Daily Dividend-Reinvestment option	9.60
IDFC Arbitrage Fund Direct Plan- Monthly DR- Direct	6.24

Management's Discussion and Analysis

IDFC Money Manager Direct Plan- DDR- Direct	21.65
IDFC Ultra Short Term Fund- DDR - Direct	4.00
Invesco Ultra Short Fund Direct Plan- DDR-Direct	6.96
Kotak Equity Arbitrage Fund- Fortnightly DR-Direct	29.05
L&T Ultra Short Direct Plan-Daily Dividend-Reinvestment Option	3.60
LIC Saving Plus Fund - DDR – Direct	15.10
Mahindra Liquid Fund-Direct Plan-Daily Dividend-Reinvestment Option	5.06
Reliance Arbitrage Advantage Fund-Monthly DR- Direct	10.11
Reliance Medium Term Fund - Daily Dividend -Reinvestment option-Direct	5.34
Sundaram Ultra Short Term Fund - DDR - Direct	2.61
UTI-Treasury Advantage Fund - Institutional Plan - DDR - Direct	14.26
UTI Floating Rate Fund STP – Daily Income Option-Reinvestment-Direct	13.71
HDFC FMP 370D June 2014 (2) Series 31 – Growth Option	1.00
ICICI Prudential FMP Series 74 -369 Days Plan T Growth	10.00
Reliance Fixed Horizon Fund- XXVI- Series 31-Growth Option	5.00
UTI Fixed Term Income Fund-Series XIX-VIII (368 Days) Growth	1.00
Total	219.79

As of March 31, 2017 the cash and bank balances (including fixed deposits) stood at ₹ 31.20 crore (₹ 93.14 crore as on March 31, 2016), current investments in mutual funds are ₹ 219.79 crore (₹ 117.63 crore as on March 31, 2016). Total cash and cash equivalents and current investments are thus at ₹ 250.99 crore on March 31, 2017 against ₹ 210.77 crore as on March 31, 2016.

(₹ In crore)		
As at March 31,	2017	2016
Cash and cheque in hand	0.01	0.04
Balances with Bank		
In Current Accounts	9.98	3.88
In Fixed Deposit Account	21.21	89.22
Investments in Mutual Funds	219.79	117.63
Total	250.99	210.77

Our net cash flow from operating activities before working capital changes is ₹ 42.02 crore for the financial year, against ₹ 18.71 crore in the previous year. After considering working capital changes, operating cash flow is ₹ 80.86 crore against ₹ 11.51 crore in the previous year. To summarise the Company's liquidity position, given below are a few ratios:

As at March 31,	2017	2016
Operating cash flow as % of revenue	27.01%	4.14%
Days of sale receivable	74	116
Cash and Equivalents as % of assets	53.02%	49.65%
Cash and Equivalents as % of revenue	83.84%	75.77%
Current investments as % of assets	46.43%	27.71%
Current investments as % of revenue	73.42%	42.29%

Trade Receivables

Our trade receivables (net of provision) as on March 31, 2017 are ₹ 60.39 crore (including ₹ 6.80 crore of long term trade receivables), against ₹ 88.27 crore (including ₹ 10.16 crore of long term trade receivables) on March 31, 2016. The age profile of the debtors (net of provision) is given below:

As at March 31,	2017	2016
Less than three months	75.10%	79.68%
Between 3 and 6 months	6.93%	17.90%
More than 6 months	17.97%	2.42%

The Company has a policy of providing for all debtors outstanding for a period of 365 days or more. However on individual case to case basis, exception to the above policy can be made based on the Management's perception of risk of collection.

Loans and Advances

Loans and Advances are classified into long-term and short-term based on their period of realization.

(₹ in crore)

As at March 31,	2017	2016
Long term Loans and advances		
Capital advances	0.09	0.06
Loans to subsidiaries	0.00	8.01
Security deposits	1.37	1.35
Advance income tax	9.89	9.36
MAT credit entitlement	3.20	3.81
Prepaid expenses	0.01	0.20
Staff Loans & Advances	0.55	0.23
Total	15.11	23.02
Short term Loans and advances		
Security deposit	0.02	0.10
Staff Loans & Advances	0.84	1.29
Prepaid expenses	2.52	3.37
Supplier advances	2.18	2.38
Mark-to-market gain on forward contracts	1.36	-
Service tax credit receivable	0.46	0.81
Others	0.42	4.51
Total	7.80	12.46
Total Loans and Advances	22.91	35.48

Outstanding amounts from wholly owned subsidiaries at the end of FY 2017 and FY 2016 both in Indian Rupees and foreign currency are as below:

	(₹ In Crore)	
As at March 31,	2017	2016
Long Term		
Nucleus Software Limited, India	8.01	8.01
Less: Provision for doubtful loan	(8.01)	
	–	8.01

Security Deposits, utilised primarily for hiring of office premises and staff accommodation, amounts to ₹ 1.39 crore as on March 31, 2017 against ₹ 1.45 crore as on March 31, 2016.

Current Liabilities

Current liabilities represent trade payables, short-term provisions and other current liabilities. As on March 31, 2017 the Current liabilities are ₹ 112.03 crore (₹ 108.66 crore as on March 31, 2016).

	(₹ In Crore)	
As at March 31,	2017	2016
Trade Payables	28.93	28.45
Advances from customers/Advance Billing	32.30	35.89
Deferred revenue	42.65	36.71
Unpaid dividend	0.29	0.44
Payable for purchase of fixed assets	0.13	0.13
Payable to gratuity trust	2.10	1.10
Other statutory dues	3.86	3.11
Short term provisions		
Leave encashment	1.55	1.39
Provision for tax	0.22	1.44
Total	112.03	108.66

Trade payables represent the amount payable for providing goods and services and are ₹ 28.93 crore as on March 31, 2017 against ₹ 28.45 crore as on March 31, 2016.

Advances from customers/Advance Billing as on March 31, 2017 is ₹ 32.30 crore against ₹ 35.89 crore as on March 31, 2016. These consist of advance payments received from customers, for which related costs have not been yet incurred or product license delivery is at later date. Deferred revenue represents the advance invoicing for annual maintenance charges for which services are to be rendered in the future. As of March 31, 2017 it is ₹ 42.65 crore against ₹ 36.71 crore as on March 31, 2016.

Statutory dues are the amounts accrued for taxes deducted at source by the Company, staff provident fund, employee state insurance liabilities, sales tax, etc. As on March 31, 2017 it is ₹ 3.86 crore against ₹ 3.11 crore as on March 31, 2016.

Short term provisions for leave encashment and taxes are those for which liability is expected to arise in near future. A sum total of all these short-term provisions as on March 31, 2017 are ₹ 1.77 crore against ₹ 2.83 crore as on March 31, 2016.

Non-Current Liabilities

Non-Current Liabilities as on March 31, 2017 were ₹ 5.03 crore against ₹ 7.01 crore as on March 31, 2016. The break-up of non-current liabilities at the year-end is given below:

	(₹ In Crore)	
As at March 31,	2017	2016
Other Long term liabilities	0.54	3.20
Leave encashment	4.49	3.81
Total	5.03	7.01

A liability or provision is recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provision for Leave encashment represents provisions made by the Company based on actuarial valuation.

AUDITORS' REPORT

For the Financial Statements for the year ended March 31, 2017

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF NUCLEUS SOFTWARE EXPORTS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Nucleus Software Exports Limited ("the Company"), which comprise the Balance Sheet as at 31 March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as 'standalone financial statements')

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's

preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2017, its profit and its cash flows for the year ended on that date.

Other Matters

The financial statements of the Company for the year ended 31 March 2016 were audited by another auditor who expressed an unmodified opinion on those statements on 04 May 2016.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ('Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we enclose in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the said Order.

As required by Section 143 (3) of the Act, we report that:

- (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls

over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"; and

(g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 2.24 to the standalone financial statements;
- ii. the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;

iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and

iv. the Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 08 November 2016 to 30 December 2016. Based on the audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the management- Refer Note 2.40 to the standalone financial statements.

For B S R & Associates LLP

Chartered Accountants

Firm Registration No.: 116231W/W-100024

Sd/-

Rakesh Dewan

Partner

Membership No.: 092212

Place: New Delhi

Date: 25 April 2017

Annexure A referred to in our Independent Auditor's Report to the members of Nucleus Software Exports Limited on the standalone financial statements for the year ended 31 March 2017.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified each year. In accordance with this programme, all the fixed assets were physically verified during the year. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. As informed to us, the discrepancies observed on physical verification were not material and have been properly dealt with in the books of account.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and buildings that have been taken on lease and disclosed as fixed asset in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
- (ii) The Company is in the business of rendering services and as such does not hold any inventory. Therefore, the provisions of paragraph 3 (ii) of the Order are not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Therefore, the provisions of paragraph 3 (iii) of the Order are not applicable to the Company.
- (iv) According to information and explanations given to us and based on audit procedures performed, there are no loans, investments, guarantees and securities provided by the Company as specified under section 185 and 186 of the Companies Act, 2013. Therefore, the provisions of paragraph 3 (iv) of the Order are not applicable to the Company.
- (v) As per the information and explanations given to us, the Company has not accepted any deposits as mentioned in the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income- tax, Sales tax, Service tax, Duty of customs, Duty of excise, Value added tax, Cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of customs, Duty of excise, Value added tax, Cess and other material statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no disputed dues in respect of Income tax, Sales tax, Service tax, Duty of customs, Duty of excise, Value added tax and Cess which have not been deposited with the appropriate authorities.
- (viii) In our opinion, and according to the information and explanations given to us, there are no loans or borrowing from a financial institution, bank, government or dues to debenture holders during the year. Therefore, the provisions of paragraph 3 (viii) of the Order are not applicable to the Company.
- (ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. The Company has not taken any term loans during the year.
- (x) According to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no transactions with the related parties which are not in compliance with Section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the standalone financial statements, as required, by the applicable accounting standards.
- (xiv) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment, private placement of shares and fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to information and explanations given to us and based on audit procedures performed, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable.

For B S R & Associates LLP

Chartered Accountants
Firm Registration No.: 116231W/W-
100024

Sd/-

Rakesh Dewan
Partner

Place: New Delhi
Date: 25 April 2017

Membership No.: 092212

Annexure B to the Independent Auditor's Report of even date on the standalone financial statements of Nucleus Software Exports Limited for the year ended 31 March 2017

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Nucleus Software Exports Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting, issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected

depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting, issued by the ICAI.

For B S R & Associates LLP

Chartered Accountants

Firm Registration No.: 116231W/W-100024

Sd/-

Rakesh Dewan

Partner

Membership No.: 092212

Place: New Delhi
Date: 25 April 2017

BALANCE SHEET AS AT 31 MARCH, 2017

			(Amount in ₹)
	Notes Ref.	As at 31 March, 2017	As at 31 March, 2016
<u>EQUITY AND LIABILITIES</u>			
1. SHAREHOLDERS' FUNDS			
a. Share capital	2.1	323,852,240	323,852,240
b. Reserves and surplus	2.2	4,410,423,550	3,920,997,514
		4,734,275,790	4,244,849,754
2. NON-CURRENT LIABILITIES			
a. Other long term liabilities	2.3	5,418,037	31,993,885
b. Long-term provisions	2.4	44,906,170	38,152,090
		50,324,207	70,145,975
3. CURRENT LIABILITIES			
a. Trade payables	2.5		
i) Total outstanding dues of micro enterprises and small enterprises		-	-
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		289,308,709	284,524,270
b. Other current liabilities	2.6	813,348,815	773,739,469
c. Short-term provisions	2.7	17,636,533	28,328,283
		1,120,294,057	1,086,592,022
		5,904,894,054	5,401,587,751
<u>ASSETS</u>			
1. NON-CURRENT ASSETS			
a. Fixed assets			
- Tangible assets	2.8	279,750,398	308,122,854
- Intangible assets	2.8	18,239,734	46,082,968
- Capital work in progress		3,190,290	11,004,412
		301,180,422	365,210,234
b. Non-current investments	2.9	2,047,383,982	1,357,260,460
c. Deferred tax assets (net)	2.10	68,126,692	18,359,316
d. Long-term loans and advances	2.11	151,095,870	230,271,351
e. Other non-current assets	2.12	98,711,494	225,933,740
		2,666,498,460	2,197,035,101
2. CURRENT ASSETS			
a. Current investments	2.13	2,197,887,732	1,176,311,386
b. Trade receivables	2.14	535,947,745	781,119,460
c. Cash and cash equivalents	2.15	312,026,337	931,351,764
d. Short-term loans and advances	2.16	78,019,222	124,523,442
e. Other current assets	2.17	114,514,558	191,246,598
		3,238,395,594	3,204,552,650
		5,904,894,054	5,401,587,751
See accompanying notes forming part of the financial statements	1 & 2		

In terms of our report attached

For **For B S R & ASSOCIATES LLP**

Chartered Accountants

Firm Registration Number : 116231W/W-100024

Sd/-

RAKESH DEWAN

Partner

Membership number : 092212

Place : New Delhi

Date : 25 April, 2017

For and on behalf of the Board of Directors

NUCLEUS SOFTWARE EXPORTS LIMITED

Sd/-

JANKI BALLABH

Chairman

Sd/-

ASHISH NANDA

Chief Financial Officer

Sd/-

VISHNU R DUSAD

Managing Director &
Chief Executive Officer

Sd/-

POONAM BHASIN

AVP (Secretarial) &
Company Secretary

Place : New Delhi

Date : 25 April, 2017

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2017

(Amount in ₹)			
	Notes Ref.	For the year ended	
		31 March, 2017	31 March, 2016
1. REVENUE FROM OPERATIONS			
Income from software product and services	2.18	2,993,457,139	2,781,663,621
2. OTHER INCOME	2.19	292,422,498	507,269,554
3. TOTAL REVENUE (1+2)		3,285,879,637	3,288,933,175
4. EXPENSES			
a. Employee benefits expense	2.20	1,765,676,587	1,660,154,409
b. Operating and other expenses	2.21	894,640,761	987,895,658
c. Finance cost	2.22	3,471,874	4,307,479
d. Depreciation and amortisation expense	2.8	102,652,629	109,147,948
TOTAL EXPENSES		2,766,441,851	2,761,505,494
5. PROFIT BEFORE TAX (3-4)		519,437,786	527,427,681
6. TAX EXPENSE			
a. Current tax expense		96,067,450	78,100,000
b. MAT credit entitlement		—	(27,158,780)
c. Tax expense / (credit) relating to prior years		(5,046,752)	7,024,767
d. Withholding taxes charged off		—	31,634,423
Net current tax expense		91,020,698	89,600,410
e. Deferred tax (credit) /charge	2.10	(49,767,376)	(8,745,870)
NET TAX EXPENSE		41,253,322	80,854,540
7. PROFIT AFTER TAX FOR THE YEAR (5-6)		478,184,464	446,573,141
Equity shares of Rupees 10 each			
a. Basic		14.77	13.79
b. Diluted		14.77	13.79
Number of shares used in computing earnings per share			
a. Basic		32,383,724	32,383,724
b. Diluted		32,383,724	32,383,724
See accompanying notes forming part of the financial statements	1 & 2		

In terms of our report attached
For For B S R & ASSOCIATES LLP
Chartered Accountants
Firm Registration Number : 116231W/W-100024

Sd/-
RAKESH DEWAN
Partner
Membership number : 092212

Place : New Delhi
Date : 25 April, 2017

For and on behalf of the Board of Directors
NUCLEUS SOFTWARE EXPORTS LIMITED

Sd/- JANKI BALLABH Chairman	Sd/- VISHNU R DUSAD Managing Director & Chief Executive Officer
Sd/- ASHISH NANDA Chief Financial Officer	Sd/- POONAM BHASIN AVP (Secretarial) & Company Secretary

Place : New Delhi
Date : 25 April, 2017

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2017

	Notes Ref.	For the Year ended 31. March, 2017	(Amount in ₹) For the Year ended 31. March, 2016
A. Cash flow from operating activities			
Net profit before tax		519,437,786	527,427,681
Adjustment for:			
Depreciation and amortisation expense		102,652,629	109,147,948
Exchange gain / loss on translation of foreign currency accounts (net)		(11,054,805)	20,239,431
Dividend received from current, non trade investments		(87,465,728)	(44,962,460)
Dividend received from non-current, non trade investment		(28,443,005)	(8,248,240)
Dividend received from subsidiary		-	(250,487,726)
Interest on fixed deposits and others		(131,156,677)	(164,066,070)
Interest on loan to subsidiaries		-	(127,857)
Net gain on sale of investments		(16,883,088)	(3,006,381)
Adjustment to the carrying amount of investments		3,676,995	-
Profit / loss on sale of fixed assets (net)		(3,546,310)	648,816
Provision for doubtful debts/advances/other current assets		-	(7,738,464)
Provision for doubtful loans		80,110,221	-
Provisions written back		(7,153,162)	(16,379,084)
Provision for diminution in the value of investments		-	24,661,000
Operating profit before working capital changes		420,174,856	187,108,594
Adjustment for (increase) / decrease in operating assets			
- Trade receivables		238,991,823	(11,004,674)
- Short-term loans and advances		56,211,975	(12,387,319)
- Long-term loans and advances		(1,448,991)	535,547
- Other current assets		13,259,979	93,843,264
- Other non-current assets		127,222,246	(214,638,766)
Adjustment for increase / (decrease) in operating liabilities			
- Trade payables		33,785,450	50,470,275
- Other current liabilities		14,542,185	100,158,220
- Short-term provisions		1,562,533	1,394,087
- Long-term provisions		6,754,080	3,130,527
Net income tax paid		911,056,136	198,609,755
Cash flow from / (used in) operating activities		(102,498,924)	(83,494,260)
B. Cash flow from investing activities			
Purchase of fixed assets		(40,036,643)	(55,935,902)
Proceeds from sale of fixed assets		4,698,330	1,399,218
Purchase of current investments		(3,187,173,518)	(4,029,116,026)
Proceeds from sale of current investments		2,351,859,002	3,567,882,506
Purchase of long term investments in Bonds and mutual funds		(839,679,259)	(340,213,999)
Investments in subsidiaries		(23,500,000)	(47,044,220)
Loans realised from subsidiaries		-	6,250,000
Bank balance not considered as cash and cash equivalents - placed		(95,900,000)	(66,400,000)
Bank balance not considered as cash and cash equivalents - matured		783,058,804	713,143,691
Interest on fixed deposits and others (net)		195,159,591	111,937,083
Dividend received from non-trade investments		87,465,728	44,962,460
Dividend on long term trade investment		28,443,005	8,248,240
Dividend received from subsidiary		-	250,487,726
Net cash from / (used in) investing activities (B)		(735,604,960)	165,600,777
C. Cash flow from financing activities			
Dividend paid (including corporate dividend tax)		-	(339,496,333)
Net cash flow from / (used in) financing activities (C)		-	(339,496,333)
Net increase / (decrease) in cash and cash equivalents (A+B+C)		72,952,252	(58,780,061)
Opening cash and cash equivalents	2.15	40,019,162	93,382,175
Exchange difference on translation of foreign currency bank accounts		(3,610,188)	5,417,048
Closing cash and cash equivalents	2.15	109,361,226	40,019,162

Notes:

i. The above Cash Flow Statement has been prepared under the "indirect method" specified in Accounting Standard -3, Cash Flow Statement, as per Accounting Standards specified under section 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014.

ii. Figures in brackets indicate cash outflow.

See accompanying notes forming part of the financial statements

1 & 2

In terms of our report attached

For **For B S R & ASSOCIATES LLP**

Chartered Accountants

Firm Registration Number : 116231W/W-100024

Sd/-

RAKESH DEWAN

Partner

Membership number : 092212

Place : New Delhi

Date : 25 April, 2017

For and on behalf of the Board of Directors

NUCLEUS SOFTWARE EXPORTS LIMITED

Sd/-

JANKI BALLABH

Chairman

Sd/-

ASHISH NANDA

Chief Financial Officer

Sd/-

VISHNU R DUSAD

Managing Director &
Chief Executive Officer

Sd/-

POONAM BHASIN

AVP (Secretarial) &
Company Secretary

Place : New Delhi

Date : 25 April, 2017

Notes forming part of the financial statements

Note 1:

1.1 Company Overview

Nucleus Software Exports Limited ('Nucleus' or 'the Company') was incorporated on 9 January, 1989 in India as a private limited company. It was subsequently converted into a public limited company on 10 October, 1994. The Company made an initial public offer in August 1995. As at 31 March, 2017, the Company is listed on two stock exchanges in India namely National Stock Exchange and Bombay Stock Exchange. The Company has wholly owned subsidiaries in Singapore, USA, South Africa, Japan, Netherlands and Australia. The Company has wholly and partly owned subsidiaries in India. The Company's business consists of software product development and marketing and providing support services mainly for corporate business entities in the banking and financial services sector.

1.2. Significant accounting policies

(i) Basis of preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 ("the Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis.

(ii) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Examples of such estimates include estimates of expected contract costs to be incurred to complete contracts, provision for doubtful debts, future obligations under employee retirement benefit plans and estimated useful life of fixed assets. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the year in which the results are known / materialise.

(iii) Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(iv) Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(v) Depreciation and amortisation

Depreciation on fixed assets, except leasehold land and leasehold improvements, is provided on the straight-line method based on useful lives of respective assets as estimated by the management taking into account nature of the asset, the estimated usage of the asset and the operating conditions of the asset. Leasehold land is amortised over the period of lease. The leasehold improvements are amortised over the remaining period of lease or the useful lives of assets, whichever is shorter. Depreciation is charged on a pro-rata basis for assets purchased / sold during the year.

The management's estimates of the useful lives of the various fixed assets are as follows:

Asset category	Useful life (in years)
Tangible asset	
Building*	30
Plant and machinery (including office equipment)*	5
Computers- end user devices such laptops, desktops etc.	3
Computers- servers and networking equipment	4
Vehicles*	5
Furniture and fixtures*	5
Temporary wooden structures (included in Furniture and fixtures)	1
Intangible asset	
Software	3

*Based on technical evaluation, the useful lives as given above represent the period over which the management believes to use these assets; hence these lives are different from the useful lives prescribed under Part C of Schedule II of the Companies Act, 2013.

(vi) Revenue recognition

Revenue from software development services comprises income from time and material and fixed price contracts.

Revenue from time and material contracts is recognised as the services are rendered.

Revenue from fixed price contracts and sale of license and related customisation and implementation is recognised in accordance with the percentage completion method

Notes forming part of the financial statements

calculated based on output method. Provision for estimated losses, if any, on uncompleted contracts are recorded in the year in which such losses become certain based on the current estimates.

Revenue from sale of licenses, where no customisation is required, are recognised upon delivery of these licenses which constitute transfer of all risks and rewards.

Revenue from annual technical service contracts is recognised on a pro rata basis over the period in which such services are rendered.

Revenue from sale of goods is recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude sales tax and value added tax.

Service income accrued but not due represents revenue recognised on contracts to be billed in the subsequent period, in accordance with terms of the contract.

(vii) Other income

Profit on sale of investments is determined as the difference between the sales price and the carrying value of the investment upon disposal of investments.

Interest income is accounted on accrual basis.

Dividend income is recognised when the right to receive the same is established.

(viii) Expenditure

The cost of software purchased for use in software development and services is charged to cost of revenues in the year of acquisition. Expenses are accounted for on accrual basis and provisions are made for all known losses and liabilities.

(ix) Tangible assets and capital work in progress

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. Fixed assets are stated at the cost of acquisition including any directly attributable expenditure on making the asset ready for its intended use. Fixed assets under construction and cost of assets not ready to use before the year end, are disclosed as capital work-in-progress.

(x) Intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be

measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

(xi) Foreign exchange transactions

Foreign exchange transactions are recorded at the exchange rates prevailing at the date of transaction. Realised gains and losses on foreign exchange transactions during the year are recognised in the Statement of Profit and Loss. Monetary assets and monetary liabilities that are determined in foreign currency are translated at the exchange rate prevalent at the date of balance sheet. The resulting difference is recorded in the Statement of Profit and Loss.

The Company uses foreign exchange forward contracts and options to hedge its exposure for movement in foreign exchange rates. The use of these foreign exchange forward contracts and options reduces the risk or cost to the Company and the Company does not use the foreign exchange forward contracts or options for trading or speculation purposes.

The Company follows "Guidance Note on Accounting for Derivative Contracts" issued by the ICAI dated 12 May 2015, to the extent that the adoption does not conflict with existing mandatory accounting standards and other regulatory requirements.

(xii) Investments

Investments are classified into long-term and current investments based on the intent of management at the time of acquisition. Long-term investments including investment in subsidiaries are stated at cost and provision is made to recognise any decline, other than temporary, in the value of such investments. Current investments are stated at the lower of cost and the fair value.

(xiii) Employee stock option based compensation

The excess of market price of underlying equity shares as of the date of the grant of options over the exercise price of the options given to employees under the employee stock option plan is recognised as deferred stock compensation cost and is amortised on graded vesting basis over the vesting period of the options.

(xiv) Employee benefits

Employee benefits include provident fund, gratuity and compensated absences.

Defined contribution plans

The Company's contribution to provident fund is considered as defined contribution plans and is charged as an expense as they fall due based on the amount of contribution required to be made.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each year end. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the year in which they occur. Past service

Notes forming part of the financial statements

cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employee renders the related service. The cost of such compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

(xv) Post Sales client support and warranties

The Company provides its clients with fixed period warranty for correction of errors and support on its fixed price product orders. Revenue for such warranty period is allocated based on the estimated effort required during warranty period.

(xvi) Operating leases

Lease payments under operating lease are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

(xvii) Earnings per share

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year-end, except where the results would be anti-dilutive.

(xviii) Taxation

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise such assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

(xix) Research and development

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Fixed Assets.

(xx) Impairment

Management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above. An impairment loss is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss had been recognized.

Notes forming part of the financial statements

(xxi) Provision and contingencies

The Company recognises a provision when there is a present obligation as a result of a past event and it is probable that it would involve an outflow of resources and a reliable estimate can be made of the amount of such obligation. Such provisions are not discounted to their present value and are determined based on the management's estimation of the obligation required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect management's current estimates.

A disclosure for a contingent liability is made where it is more likely than not that a present obligation or possible obligation may result in or involve an outflow of resources. When no present or possible obligation exists and the possibility of an outflow of resources is remote, no disclosure is made.

Contingent assets are not recognised in the financial statements.

(xxii) Hedge accounting

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions. The Company designates such forward contracts in a cash flow hedging relationship by applying the hedge accounting principles set out in "Guidance Note on Accounting for Derivative Contracts".

The use of hedging instruments is governed by the Company's policy approved by the Board of Directors, which provide written principles on the use of such financial derivatives consistent with Company's risk management strategy.

These forward contracts are stated at fair value at each reporting date. Changes in the fair value of these forward contracts that are designated and effective as hedges of future cash flows are recognised directly in "Hedging reserve account" under Reserves and surplus, net of applicable deferred income taxes and the ineffective portion is recognised immediately in the Statement of Profit and Loss. Amounts accumulated in the "Hedging reserve account" are reclassified to the Statement of Profit and Loss in the same periods during which the forecasted transaction affects profit and loss. Hedge

accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in "Hedging reserve account" is retained until the forecasted transaction occurs. If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognised in "Hedging reserve account" is immediately transferred to the Statement of Profit and Loss.

(xxiii) Derivative contracts

The Company enters into derivative contracts in the nature of forward contracts with an intention to hedge its existing assets and liabilities, firm commitments and highly probable transactions. Derivative contracts which are closely linked to the existing assets and liabilities are accounted as per the policy stated for Foreign Currency Transactions and Translations.

Derivative contracts designated as a hedging instrument for highly probable forecast transactions are accounted as per the policy stated for Hedge Accounting.

All other derivative contracts are marked-to-market and losses are recognised in the Statement of Profit and Loss. Gains arising on the same are not recognised, until realised, on grounds of prudence.

(xxiv) Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

(xxv) Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

(xxvi) Operating cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Notes forming part of the financial statements

2 NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2017

2.1 SHARE CAPITAL

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
a. Authorised		
Equity shares		
40,000,000 (40,000,000) equity shares of ₹ 10 each	<u>400,000,000</u>	<u>400,000,000</u>
b. Issued, Subscribed and Paid-Up		
Issued		
32,386,524 (32,386,524) equity shares of ₹ 10 each	<u>323,865,240</u>	<u>323,865,240</u>
Subscribed and Paid-Up		
32,383,724 (32,383,724) equity shares of ₹ 10 each, fully paid up	323,837,240	323,837,240
Add: 2,800 (2,800) forfeited equity shares pending reissue (see note (iv) below)	15,000	15,000
	<u>323,852,240</u>	<u>323,852,240</u>

Refer notes (i) to (v) below :-

- (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period :-

Particulars	Opening balance	Allotted under Employee Stock Option Plans	Closing balance
a. For the year ended 31 March, 2017			
- Number of shares	32,383,724	—	32,383,724
- Amount	323,837,240	—	323,837,240
b. For the year ended 31 March, 2016			
- Number of shares	32,383,724	—	32,383,724
- Amount	323,837,240	—	323,837,240

- (ii) The Company has one class of equity shares having a par value of ₹ 10 each. Each shareholder is eligible for one vote per share held. The dividend is paid on the approval of the shareholders in the Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

- (iii) Number of shares held by shareholders holding more than 5% of the aggregate shares in the Company :-

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	(Number)	(Percentage)	(Number)	(Percentage)
Karmayogi Holdings Private Limited	9,000,000	27.79%	9,000,000	27.79%
Nucleus Software Engineers Private Limited	2,385,882	7.37%	2,385,882	7.37%
Madhu Dusad	3,066,248	9.47%	3,066,248	9.47%
Fidelity Puritan Trust- Fidelity Low-Priced Stock Fund	2,200,000	6.79%	2,200,000	6.79%

- (iv) Details of forfeited shares

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	(Number)	(₹)	(Number)	(₹)
Equity shares with voting rights	2,800	15,000	2,800	15,000

- (v) Employees Stock Option Plan ("ESOP")

- a. Employee Stock Option Scheme and SEBI (Share Based Employee Benefits) Regulations, 2014, is effective for regulation of all schemes by the Company for the benefits for its employees dealing in shares, directly or indirectly from October 28, 2014. In accordance with these Guidelines, the excess of the market price of the underlying equity shares as of the date of grant of options over the exercise price of the option, including up-front payments, if any, is to be recognized and amortised on graded vesting basis over the vesting period of the options.

Notes forming part of the financial statements

- b. The Company currently has one ESOP scheme- ESOP Scheme - 2015 (instituted in 2015) which was duly approved by the Board of Directors and Shareholders. The ESOP Scheme 2015 provides for 500,000 options to eligible employees. As per ESOP scheme 2015, equity shares would be transferred to eligible employees on exercise of options through Nucleus Software Employee Welfare Trust. The scheme is administered by the Compensation Committee comprising three members, the majority of whom are independent directors.
- c. There are no options granted, forfeited and exercised during the period under ESOP Scheme 2015.

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
2.2 RESERVES AND SURPLUS		
a. Capital reserve		
Opening balance	8,900,230	8,900,230
Add : Amount forfeited against employees stock option plan	—	—
Closing balance	8,900,230	8,900,230
b. Securities premium account		
Opening balance	21,901,489	21,901,489
Add : Premium on conversion of stock options issued to employees	—	—
Closing balance	21,901,489	21,901,489
c. Hedging reserve [see note 2.34]		
Opening balance	2,386,600	6,487,284
Add / (Less) : Effect of foreign exchange rate variations on hedging instruments outstanding at the end of the year	11,241,572	(4,100,684)
Closing balance	13,628,172	2,386,600
d. General reserve		
Opening balance	822,708,220	822,708,220
Add: Transferred from surplus in Statement of Profit and Loss	—	—
Closing balance	822,708,220	822,708,220
e. Surplus in Statement of Profit and Loss		
Opening balance	3,065,100,975	2,763,142,154
Add: Profit for the period	478,184,464	446,573,141
Less : Appropriations		
- Interim Dividend [see note (ii) below]	—	(161,918,620)
- Corporate Dividend tax [see note 2.37]	—	17,304,300
	3,543,285,439	3,065,100,975
Closing balance	4,410,423,550	3,920,997,514

Note :

- (i) The Board of Directors recommended a Final Dividend of ₹ 5 per equity share (on equity share of par value of ₹ 10 each) at their Board meeting held on 25 April 2017, which is subject to the approval of shareholders in the forthcoming annual general meeting.
- (ii) The Board of Directors of the Company, at their meeting held on 16 March, 2016, had declared an interim dividend of ₹ 5 per equity share. The interim dividend was paid to the shareholders before 31 March 2016.

Notes forming part of the financial statements

(Amount in ₹)		
Particulars	As at 31 March, 2017	As at 31 March, 2016
2.3 OTHER LONG TERM LIABILITIES		
Advance from customers / Advance billings	—	31,993,885
Annual incentive payable	5,418,037	—
	5,418,037	31,993,885
2.4 LONG-TERM PROVISIONS		
Provision for employee benefits		
- Provision for compensated absences	44,906,170	38,152,090
	44,906,170	38,152,090
2.5 TRADE PAYABLES		
a. Trade Payables		
i) Total outstanding dues of micro enterprises and small enterprises (see note below)	—	—
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	261,487,003	221,940,567
b. Due to subsidiaries (see note 2.30)	27,821,706	62,583,703
	289,308,709	284,524,270
Note :		
The Company has no amounts payable to Micro and Small Enterprises as defined in section 7(1) of the Micro, Small and Medium Enterprises Development Act, 2006, to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		
2.6 OTHER CURRENT LIABILITIES		
a. Advance from customers / Advance billings	323,027,964	358,915,738
b. Deferred revenue	426,489,705	367,100,368
c. Unpaid dividends	2,854,790	4,359,490
d. Payable for purchase of fixed assets	1,316,554	1,316,554
e. Other payables - statutory liabilities	38,642,767	31,060,860
f. Payable to gratuity trust (see note 2.33)	21,017,035	10,986,459
	813,348,815	773,739,469
[Book overdraft amounting to ₹ 15,697,034 is regrouped from Other Current liabilities as per financials of 31 March, 2016 to Cash and cash Equivalents as on 31 March, 2017]		
2.7 SHORT-TERM PROVISIONS		
a. Provision for employee benefits		
- Provision for compensated absences	15,444,083	13,881,550
b. Provision for tax [net of advance tax of ₹ Nil (previous year ₹ 63,653,267)]	2,192,450	14,446,733
	17,636,533	28,328,283
[Advance tax amounting to ₹ 14,446,733 is regrouped from long term loans and advances as per financials of 31 March, 2016 to short term provisions as on 31 March, 2017]		

Notes forming part of the financial statements

2.8 Fixed Assets (At Cost)

PARTICULARS	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
	As at 1 April, 2016	Additions	Deductions / adjustments	As at 31 March, 2017	As at 1 April, 2016	Depreciation for the period	Deductions / adjustments	As at 31 March, 2017	As at 31 March, 2017	As at 31 March, 2016
Tangible assets										
Freehold land	3,360,720 (3,360,720)	— (—)	— (—)	3,360,720 (3,360,720)	— (—)	— (—)	— (—)	— (—)	3,360,720 (3,360,720)	3,360,720 (3,360,720)
Leasehold land	66,395,000 (66,395,000)	— (—)	— (—)	66,395,000 (66,395,000)	10,391,010 (9,638,766)	752,243 (752,244)	— (—)	11,143,253 (10,391,010)	55,251,747 (56,003,990)	56,003,990 (56,756,234)
Leasehold improvements	7,148,689 (7,148,689)	— (—)	— (—)	7,148,689 (7,148,689)	7,148,689 (7,148,689)	— (—)	— (—)	7,148,689 (7,148,689)	— (—)	— (—)
Buildings	241,471,493 (241,471,493)	2,195,291 (—)	— (—)	243,666,784 (241,471,493)	83,468,701 (75,419,643)	8,654,517 (8,049,058)	— (—)	92,123,218 (83,468,701)	151,543,566 (158,002,792)	158,002,792 (166,051,850)
Plant and equipment	121,680,554 (114,921,634)	7,364,265 (6,758,920)	886,859 (—)	128,157,960 (121,680,554)	112,794,251 (109,724,076)	11,626,969 (3,070,175)	886,859 (—)	123,534,361 (112,794,251)	4,623,599 (8,886,303)	8,886,303 (5,197,558)
Office equipment	31,732,196 (30,176,531)	3,349,692 (1,555,665)	4,440,335 (—)	30,641,553 (31,732,196)	28,859,212 (27,513,159)	1,265,650 (1,346,053)	4,426,572 (—)	25,698,290 (28,859,212)	4,943,263 (2,872,984)	2,872,984 (2,663,372)
Computer equipment	331,840,370 (304,742,997)	15,189,140 (27,479,713)	66,790,970 (382,340)	280,238,540 (331,840,370)	265,925,012 (228,843,716)	37,101,784 (37,462,310)	66,770,187 (381,014)	236,256,609 (265,925,012)	43,981,931 (65,915,358)	65,915,358 (75,899,281)
Vehicles	22,997,573 (24,430,689)	9,591,536 (1,736,625)	2,803,280 (3,169,741)	29,785,829 (22,997,573)	10,327,016 (7,076,952)	5,329,444 (4,372,998)	1,723,643 (1,122,934)	13,932,817 (10,327,016)	15,853,012 (12,670,557)	12,670,557 (17,353,737)
Furniture and fixtures	36,450,857 (36,388,385)	— (62,472)	2,049,718 (—)	34,401,139 (36,450,857)	36,040,707 (35,781,628)	216,959 (259,079)	2,049,087 (—)	34,208,579 (36,040,707)	192,560 (410,150)	410,150 (606,757)
Intangible assets										
Software	863,077,452 (829,036,138)	37,689,924 (37,593,395)	76,971,162 (3,552,081)	823,796,214 (863,077,452)	554,954,598 (501,146,629)	64,947,566 (55,311,917)	75,856,348 (1,503,948)	544,045,816 (554,954,598)	279,750,398 (308,122,854)	308,122,854 (327,889,509)
Total	319,329,597 (305,279,261)	9,899,035 (14,050,336)	58,234,641 (—)	270,993,991 (319,329,597)	273,246,629 (219,410,598)	37,705,063 (53,836,031)	58,197,435 (—)	252,754,257 (273,246,629)	18,239,734 (46,082,968)	46,082,968 (124,087,871)
Previous year	1,182,407,049 (1,134,315,399)	47,588,959 (51,643,731)	135,205,803 (3,552,081)	1,094,790,205 (1,182,407,049)	828,201,227 (720,557,227)	102,652,629 (109,147,948)	134,053,783 (1,503,948)	796,800,073 (828,201,227)	297,990,132 (354,205,822)	354,205,822

Note :

(i) Figures in bracket pertain to previous year ended 31 March 2016/2015.

Notes forming part of the financial statements

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
2.9 NON-CURRENT INVESTMENTS (at cost)		
- Trade		
Investments in equity / preference shares of subsidiaries (unquoted)		
a. 625,000 (625,000) equity shares of Singapore Dollar 1 each, fully paid up, in Nucleus Software Solutions Pte. Ltd., Singapore	16,319,950	16,319,950
b. 1,000,000 (1,000,000) equity shares of US Dollar 0.35 each, fully paid up, in Nucleus Software Inc., USA	16,293,150	16,293,150
Less: Provision for diminution in value of investment in Nucleus Software Inc., USA	(16,293,150)	(16,293,150)
c. 200 (200) equity shares of Japanese Yen 50,000 each, fully paid up, in Nucleus Software Japan Kabushiki Kaisha	4,092,262	4,092,262
d. 1,000,000 (1,000,000) equity shares of ₹ 10 each, fully paid up, in VirStra i-Technology Services Limited, India [Of the above, 6 (6) equity shares are held by nominees on behalf of the Company]	10,000,000	10,000,000
e. 7,500 (7,500) equity shares of Euro 100 each, fully paid up, in Nucleus Software Netherlands B.V., Netherlands	48,903,000	48,903,000
Less: Provision for diminution in value of investment in Nucleus Software Netherlands B.V., Netherlands	(48,903,000)	(48,903,000)
f. 10,000,000 (10,000,000) equity shares of ₹ 10 each, fully paid up, in Nucleus Software Limited, India [Of the above, 6 (6) equity shares are held by nominees on behalf of the Company]	100,000,000	100,000,000
g. 100,000 (100,000) equity shares 1 AUD each, fully paid in Nucleus Software Australia Pty. Ltd., Australia	5,501,028	5,501,028
h. 10 (10) equity shares of ZAR 61,200 each fully paid up, in Nucleus Software South Africa (Pty.) Limited, South Africa	3,182,500	3,182,500
i. 10,666 (10,666) equity shares of ₹ 10 each, fully paid up in Avon Mobility Solutions Private Limited (see note 2.39)	19,200,720	19,200,720
j. 2,350,000 (Nil) 11% Preference shares of ₹ 10 each fully paid up in Avon Mobility Solutions Private Limited.	23,500,000	—
	181,796,460	158,296,460
- Other investments		
Investment in equity instruments (Quoted)		
250,000 (250,000) equity shares of ₹ 10 each, fully paid up, in Ujjivan Financial Services Limited	2,500,000	2,500,000
Investment in bonds (quoted)		
a. 7.18% Indian Railway Finance Corporation Limited Tax free bonds 2023 (net of adjustment to the carrying amount of investments amounting to ₹ 9,350,000)	90,650,000	90,650,000
b. 8.23% Indian Railway Finance Corporation Limited Tax free bonds 2024	50,000,000	50,000,000
c. 8.09% Power Finance Corporation Tax Free Bonds 2021	45,600,000	45,600,000
d. 7.51% Power Finance Corporation Tax Free Bonds 2021	50,000,000	50,000,000
e. 8.00% Indian Railway Finance Corporation Limited Tax free bonds 2022	200,000,000	200,000,000
f. 8.01% India Infrastructure Finance Company Limited Tax Free Bonds 2023	100,000,000	100,000,000
g. 7.11% Power Finance Corporation Tax Free Bonds 2025	5,134,000	5,134,000
h. 7.21% India Infrastructure Finance Company Limited Tax Free Bonds 2022	50,000,000	50,000,000
i. 7.55% Indian Railway Finance Corporation Limited Tax Free Bonds 2021	29,500,000	29,500,000
j. 8.20% Power Finance Corporation Tax Free Bonds 2022	6,000,000	6,000,000

Notes forming part of the financial statements

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
k. 7.28% Indian Railway Finance Corporation Limited Tax free bonds 2030	4,530,000	4,530,000
l. 7.49% Indian Renewable Energy Development Agency Limited (IREDA) Tax Free Bonds 2031	11,921,000	11,921,000
m. 7.39% Housing and Urban Development Corporation Limited (HUDCO) Tax Free Bonds 2031	14,014,000	14,014,000
n. 8.50% National Highways Authority of India (NHAI) Tax Free Bonds 2029	10,000,000	10,000,000
o. 7.39% National Highways Authority of India (NHAI) Tax Free Bonds 2031	15,419,000	15,419,000
p. 7.39% Housing and Urban Development Corporation Limited (HUDCO) Tax free bonds 2031	12,799,000	12,799,000
q. 7.21% Power Finance Corporation (PFC) Tax Free Bonds 2022	50,000,000	50,000,000
r. 7.35% Indian Railway Finance Corporation Tax Free Bonds 2031	11,757,000	11,757,000
s. 7.35% National Bank for Agriculture and Rural Development (NABARD) Tax Free Bonds 2031	20,040,000	20,040,000
Investment in Preference Shares (quoted)		
a. 8.15% L&T Preference Shares- 2020	139,000,000	99,000,000
b. 16.46% IL&FS - Preference Shares 2022	50,100,000	50,100,000
c. 17.38% IL&FS - Preference Shares 2021	9,990,000	—
d. 8.33% Tata Capital Ltd Preference Shares 2022	11,500,000	—
e. 9% L&T Finance Holdings Limited -Preference Shares 2018	100,000,000	—
f. 7.50% Tata Capital Preference Shares 2020	150,000,000	—
g. 8.33% Tata Capital Preference Shares 2021	50,000,000	—
Investment in debentures (quoted)		
a. IIFL Wealth Finance Limited 500((Nil) Unsecured redeemable, non-convertible debentures of ₹ 100,000 each fully paid up	50,000,000	—
Investment in mutual funds (quoted)		
a. HDFC FMP 1128D March 2015(1) Direct Growth series 33	50,000,000	50,000,000
b. ICICI Prudential FMP Series 76-1108 Days Plan V-Direct-Growth	50,000,000	50,000,000
c. HDFC FMP 370D September 2014 (2) Series 31 – Growth Option	—	10,000,000
d. ICICI Prudential FMP Series 74 -369 Days Plan T Direct Plan Cumulative	—	100,000,000
e. Reliance Fixed Horizon Fund- XXVI- Series 31- Growth Plan	—	50,000,000
f. HDFC FMP 1169D February 2017 (1) - Series 37	50,000,000	—
g. HDFC FMP 1150D February 2017 (1)	30,000,000	—
h. UTI Fixed Term Income Fund-Series XIX-VIII Direct Growth Plan	—	10,000,000
Investment in mutual funds (Unquoted)		
a. Birla Sun Life ST Opp Direct	111,144,751	—
b. Reliance Corp Bond-Direct-QDR	116,663,623	—
c. Axis ST Direct- Weekly Dividend	62,726,106	—
d. UTI ST Income-IP-Monthly Dividend	30,257,916	—
e. HDFC Medium Term Opp-Direct	24,341,126	—
	1,863,087,522	1,196,464,000
Aggregate amount of non-current investments	2,047,383,982	1,357,260,460
Aggregate amount of quoted investments	1,520,454,000	1,196,464,000
Aggregate market value of quoted investments	1,655,983,010	1,266,589,300
Aggregate amount of unquoted investments	526,929,982	160,796,460

Notes forming part of the financial statements

(Amount in ₹)

Particulars	Opening as at 1 April, 2016	(Credited)/ Charge during the period	Closing as at 31 March, 2017
2.10 DEFERRED TAX ASSET (Net)			
a. Deferred tax assets			
Provision for compensated absences, gratuity and other employee benefits	22,537,334	(7,212,719)	29,750,053
Provision for doubtful debts / Loans and service income accrued but not due	21,809,996	(26,539,822)	48,349,818
Gain/(Loss) on forward contracts	-	(4,777,775)	4,777,775
	44,347,330	(38,530,316)	82,877,646
b. Deferred tax liabilities			
On difference between book balance and tax balance of fixed assets	25,988,014	(11,237,060)	14,750,954
c. Net deferred tax asset	18,359,316	(49,767,376)	68,126,692

Particulars	As at 31 March, 2017	As at 31 March, 2016
2.11 LONG-TERM LOANS AND ADVANCES (Unsecured)		
a. Capital advances	882,786	620,980
b. Loans to subsidiaries (see note 2.30)	80,110,221	80,110,221
c. Security deposits	13,661,333	13,492,411
d. Loans and advances to employees		
- Staff Loans	1,712,377	2,343,122
- Employee advances	3,742,752	-
e. Prepaid expenses	130,918	1,962,857
f. Balances with government authorities		
- Advance tax [net of provision of ₹ 331,613,197 (previous year ₹ 319,900,505)]	98,944,832	93,612,383
- MAT credit entitlement	32,020,871	38,129,377
Total	<u>231,206,091</u>	<u>230,271,351</u>
Less: Provision for doubtful loan	<u>(80,110,221)</u>	<u>-</u>
Total	151,095,870	230,271,351

[Advance tax amounting to ₹ 14,446,733 is regrouped from long term loans and advances as per financials of 31 March, 2016 to short term provisions as on 31 March, 2017]

2.12 OTHER NON CURRENT ASSETS

(Unsecured, considered good)

a. Long- term trade receivables	67,980,012	101,575,012
b. Long-term bank deposits (See note below)	21,475,000	102,550,000
c. Interest accrued but not due on bank deposits	38,150	12,043,668
d. Unamortised premium on tax free bonds	7,871,185	9,765,060
e. Unamortised premium on Preference Shares	1,347,147	-
	98,711,494	225,933,740

Notes :-

- [Balances with scheduled banks in deposit accounts with original maturity within 12 months amounting to ₹ 100,000,000 is regrouped from Cash and cash equivalents as per financials of 31 March, 2016 to Other non- current assets as on 31 March, 2017]
- [Interest accrued but not due on Fixed deposits with banks amounting to ₹ 11,894,869 is regrouped from Other Current Assets as per financials of 31 March, 2016 to Other Non- current assets as on 31 March, 2017]
- [Long-term bank deposits includes deposits held with bank for maturity more than 12 months from balance sheet date ₹ 1,105,000 (previous year 31 march 2016 ₹ 2,550,000) under lien with banks and are restricted from being settled for more than 12 months from the Balance Sheet Date.]

Notes forming part of the financial statements

2.13 Current investments - Non trade (At the lower of cost and fair value)

Investment in mutual funds

Name	Units as at 31 March, 2017	Value of units as at 31 March, 2017	Units as at 31 March, 2016	Value of units as at 31 March, 2016
	(Numbers)	(₹)	(Numbers)	(₹)
- Investment in Mutual Funds (Unquoted)				
a. Axis Liquid Fund- Direct Plan- Daily Dividend Reinvestment	43,151	43,178,720	—	—
b. Birla Sunlife Enhanced Arbitrage- MDR - Direct	1,817,623	20,069,288	—	—
c. Birla Sunlife Floating Rate Fund- DDR - Direct	886,074	88,954,581	—	—
d. Birla Sunlife Savings Fund- DDR - Direct	1,050,696	105,381,902	1,656,005	166,092,642
e. DSP BlackRock Ultra Short Term Fund - DDR - Direct	6,570,493	66,079,655	3,017,107	30,295,981
f. HDFC Arbitrage Fund - Normal DR- Direct	8,999,649	95,630,328	6,661,947	70,614,447
g. HDFC Floating Rate - Short term plan- Wholesale – Direct - Daily Dividend-Reinvestment option.	5,852,502	58,997,309	5,510,650	55,552,307
h. ICICI Prudential Equity Arbitrage Fund- Direct Plan- Monthly Dividend-Reinvestment option	181,243	2,581,627	—	—
i. ICICI Prudential Flexible Income Plan - DDR - Direct	700,741	74,093,426	661,825	69,978,636
j. ICICI Prudential Money Market Fund-Dividend-Daily Reinvestment	—	—	527,060	52,781,645
k. ICICI Prudential Ultra Short Term Plan- Direct Plan- Daily Dividend-Reinvestment option	9,498,655	95,997,203	—	—
l. IDFC Arbitrage Fund Direct Plan- Monthly DR- Direct	4,834,786	62,398,697	4,297,906	55,427,306
m. IDFC Banking Debt Fund Regular Plan- Dividend	—	—	2,440,192	24,776,243
n. IDFC Money Manager Direct Plan- DDR- Direct	21,354,937	216,542,583	—	—
o. IDFC Ultra Short Term Fund- DDR - Direct	3,972,719	39,987,550	—	—
p. Invesco Ultra Short Fund Direct Plan- DDR- Direct	68,358	69,654,670	—	—
q. Kotak Equity Arbitrage Fund- Fortnightly DR- Direct	12,211,710	290,505,083	—	—
r. Kotak Equity Arbitrage Fund- Monthly DR- Direct	—	—	6,911,836	75,143,613
s. Kotak Floater Short Term Fund-Direct Plan-Daily Dividend-Reinvestment Option	—	—	138,558	140,167,631
t. L&T Ultra Short Direct Plan-Daily Dividend-Reinvestment Option	3,451,435	36,029,532	—	—
u. LIC Saving Plus Fund - DDR - Direct	14,953,849	151,033,875	—	—
v. Mahindra Liquid Fund-Direct Plan-Daily Dividend-Reinvestment Option	50,553	50,561,379	—	—
w. Reliance Arbitrage Advantage Fund-Monthly DR- Direct	9,500,252	101,126,961	4,292,755	45,426,255
x. Reliance Liquid Fund-Treasury Plan-Direct Plan-Daily Dividend-Reinvestment Option	—	—	101,573	155,279,073
y. Reliance Medium Term Fund - Daily Dividend -Reinvestment option-Direct	3,121,316	53,361,701	—	—
z. SBI Ultra Short Term Debt Fund - DDR - Direct	—	—	5,011	5,039,163
aa. Sundaram Ultra Short Term Fund - DDR - Direct	2,594,257	26,056,458	4,468,675	44,882,927

Notes forming part of the financial statements

Name	Units as at 31 March, 2017	Value of units as at 31 March, 2017	Units as at 31 March, 2016	Value of units as at 31 March, 2016
	(Numbers)	(₹)	(Numbers)	(₹)
ab. UTI-Treasury Advantage Fund - Institutional Plan - DDR - Direct	142,227	142,562,672	–	–
ac. UTI Floating Rate Fund STP – Daily Income Option-Reinvestment-Direct	127,315	137,102,532	43,995	47,377,197
- Fixed Maturity Plans/Interval Plans (Quoted)				
a. Reliance Fixed Horizon Fund XXX – Series 9-Direct-Div Payout	–	–	3,747,632	37,476,320
b. UTI FIIF-QIP-III-Direct-Div Payout	–	–	4,992,112	50,000,000
c. HDFC FMP 370D June 2014 (2) Series 31 – Growth Option	1,000,000	10,000,000	–	–
d. ICICI Prudential FMP Series 72 -368 Days Plan A Growth	–	–	5,000,000	50,000,000
e. ICICI Prudential FMP Series 74 -369 Days Plan T Growth	10,000,000	100,000,000	–	–
f. Reliance Fixed Horizon Fund- XXVI- Series 31- Growth Option	5,000,000	50,000,000	–	–
g. UTI Fixed Term Income Fund-Series XIX-VIII (368 Days) Growth	1,000,000	10,000,000	–	–
Aggregate amount of investment		2,197,887,732		1,176,311,386
Aggregate amount of quoted investment		170,000,000		137,476,320
Aggregate market value of quoted investment		214,420,700		148,585,670
Aggregate amount of unquoted investment		2,027,887,733		1,038,835,066

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
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2.14 TRADE RECEIVABLES

(Unsecured)

a. Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
- Considered good	40,525,378	21,345,989
- Considered doubtful	34,279,260	36,614,951
	74,804,638	57,960,940
Less: Provision for doubtful trade receivables	(34,279,260)	(36,614,951)
	40,525,378	21,345,989
b. Other trade receivables		
- Considered good	495,422,367	759,773,471
- Considered doubtful	–	–
	495,422,367	759,773,471
Less: Provision for doubtful trade receivables	–	–
	495,422,367	759,773,471
Total	535,947,745	781,119,460

Notes forming part of the financial statements

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
2.15 CASH AND CASH EQUIVALENTS		
A. Cash and cash equivalents (As per AS 3 Cash Flow Statements)		
a. Cash on hand	60,603	14,156
b. Cheques on hand	—	341,286
c. Balances with scheduled banks:		
- in current accounts	20,121,492	17,517,010
- in EEFC accounts	70,250,241	13,603,072
d. Balance with non scheduled banks in current accounts:		
- Citibank, United Kingdom	906,038	948,451
- Citibank, United Arab Emirates	2,194,767	1,364,186
- Citibank, USA	3,503,353	1,028,035
e. Balances with scheduled banks in deposit accounts with original maturity of less than 3 months	12,324,732	5,202,966
Total - Cash and cash equivalents (as per AS 3 Cash Flow Statements) (A)	109,361,226	40,019,162
B. Other bank balances		
a. Balances with scheduled banks in earmarked accounts:		
- unclaimed dividend accounts	2,854,790	4,363,477
b. Balances with scheduled banks in deposit accounts		
- Maturity with in 12 months	199,810,321	886,969,125
Total - Other bank balances (B)	202,665,111	891,332,602
Total Cash and cash equivalents (A+B)	312,026,337	931,351,764

Notes :-

- [Balances with scheduled banks in deposit accounts with original maturity within 12 months amounting to ₹ 100,000,000 is regrouped from Cash and cash equivalents as on 31 March, 2016 to Other non- current assets as on 31 March,2017]
- [Book overdraft amounting to ₹ 15,697,034 is regrouped from Other Current Liabilities as per financial statement as of 31 March,2016 to Cash and cash Equivalents as on 31 March,2017]

Details of balances as on balance sheet dates with scheduled banks in current accounts:-

- HDFC Bank	11,773,476	8,431,148
- Citi Bank	750,898	8,565,005
- ICICI Bank	6,257,124	520,856
- Yes Bank	1,339,994	-
- Citi Bank *	37,394,209	12,100,842
- HDFC Bank *	32,856,032	1,502,230
- HDFC Bank **	2,854,790	4,363,478
	93,226,523	35,483,559

* EEFC account

** Earmarked for unclaimed dividend

Notes forming part of the financial statements

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
Details of balances as on balance sheet dates with scheduled banks in deposit accounts:-		
- HDFC Bank	—	265,500,000
- ING VYSYA	50,000,000	—
- Bank of India	—	215,900,000
- State Bank of Travancore	50,000,000	60,000,000
- Corporation Bank	—	205,149,904
- Bandhan Bank	86,400,000	—
- IDFC BANK LTD	9,500,000	—
- Punjab National Bank	—	136,400,000
	195,900,000	882,949,904
Detail of fixed deposit under lien		
- HDFC Bank	1,410,321	1,317,002
- Citi Bank	2,500,000	2,702,219
Total	3,910,321	4,019,221
2.16 SHORT-TERM LOANS AND ADVANCES		
(Unsecured)		
a. Security deposit	156,880	962,874
b. Loans and advances to employees		
- Staff loans	3,280,647	5,232,967
- Employee advances	5,124,413	7,640,613
c. Prepaid expenses	25,220,389	33,739,491
d. Balances with government authorities		
Service tax / VAT credit receivable	4,600,632	8,071,410
e. Others		
- Supplier advances		
- Considered good	21,848,928	23,763,815
- Considered doubtful	361,073	511,073
	22,210,001	24,274,888
Less : Provision for doubtful advances	361,073	511,073
	21,848,928	23,763,815
- Mark-to-market gain on forward contracts (see note 2.34)	13,628,172	31,200
- Expenses recoverable from customers	4,159,161	2,591,072
- Application money for Mutual fund and Preference shares (considered good)	—	42,490,000
	78,019,222	124,523,442
2.17 OTHER CURRENT ASSETS		
(Unsecured)		
a. Service income accrued but not due		
- Considered good	61,867,476	76,111,947
- Considered doubtful	25,317,577	28,506,796
	87,185,053	104,618,743
Less : Provision for service income accrued but not due	(25,317,577)	(28,506,796)
	61,867,476	76,111,947

Notes forming part of the financial statements

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
b. Interest accrued but not due on		
- Fixed deposits with banks	22,730,328	87,917,349
- Current, non trade investments	26,507,534	25,323,427
c. Unamortised premium on tax free bonds	1,893,875	1,893,875
d. Unamortised premium on Preference Shares	1,515,345	-
	114,514,558	191,246,598

[Interest accrued but not due on Fixed deposits with banks amounting to ₹ 11,894,869 is regrouped from Other Current Assets as per financials of 31 March, 2016 to Other Non- current assets as on 31 March, 2017]

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
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2.18 INCOME FROM SOFTWARE PRODUCTS AND SERVICES

a. Software development services and products		
- Domestic	996,616,976	679,169,273
- Overseas	1,996,840,163	2,102,494,348
	2,993,457,139	2,781,663,621

2.19 OTHER INCOME

a. Interest income on		
- Deposits with banks	70,562,588	117,448,989
- Loan to subsidiary	-	127,857
- Noncurrent, non trade investments	60,594,089	46,617,081
- Income tax refund	18,287,666	8,583,566
b. Dividend income from		
- Current, non trade investments	87,465,728	44,962,460
- Non-current, non trade investment	28,443,005	8,248,240
- Subsidiary companies (see note 2.30)	-	250,487,726
c. Net gain / (loss) on sale of investments		
-Current, non trade investments	16,883,088	3,006,381
d. Net Gain / (Loss) on foreign currency		
- Gain / (Loss) on exchange fluctuation	(1,700,011)	5,654,706
- Gain / (Loss) on ineffective hedges (see note 2.34)	-	(2,355,400)
e. Other non-operating income		
- Provisions written back	7,153,162	24,117,548
- Net profit on sale of fixed assets/discarded assets	3,546,310	-
- Miscellaneous income	1,186,873	370,400
	292,422,498	507,269,554

Notes forming part of the financial statements

(Amount in ₹)		
Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
2.20 EMPLOYEE BENEFITS EXPENSES		
a. Salaries and wages	1,621,227,988	1,514,678,278
b. Contribution to provident and other funds	85,313,051	77,774,765
c. Gratuity expense (see note 2.33)	26,903,014	26,417,428
d. Staff welfare expenses	32,232,534	41,283,938
	1,765,676,587	1,660,154,409
Employee benefit expenses include Managing Director and whole time director remuneration as follows :		
a. Salary	17,487,382	16,628,053
b. Contribution to provident and other funds	962,640	870,500
	18,450,022	17,498,553
Notes:		
(i) The above remuneration does not include expense towards retirement benefits since the same is calculated for the Company as a whole.		
(ii) Employee costs in above financial statement include provision for bonus ₹ 89 lakhs (previous year ended 31 March, 2016: ₹ Nil) for prior periods made as per provisions of The Payment of Bonus (Amendment) Act, 2015 which was effective retrospectively from 1st April, 2014.		
2.21 OPERATING AND OTHER EXPENSES		
a. Outsourced technical service expense	121,604,410	124,582,065
b. Cost of software purchased for delivery to clients	22,130,318	17,466,223
c. Power and fuel	42,069,785	41,512,983
d. Rent (see note 2.23)	32,086,548	37,254,013
e. Repair and maintenance		
- Buildings	4,384,510	3,560,966
- Others	28,537,827	27,760,256
f. Insurance	5,263,320	7,412,298
g. Rates and taxes	3,997,801	4,934,768
h. Travel expenses		
- Foreign	87,859,811	144,094,071
- Domestic	22,218,666	26,266,948
i. Advertisement, business development and promotion	8,236,214	22,161,289
j. Legal and professional (see note 2.25)	65,910,240	77,033,715
k. Directors remuneration	10,906,900	9,369,201
l. Conveyance	15,132,485	17,005,861
m. Communication	15,596,728	17,518,330
n. Training and recruitment	28,431,033	18,974,582
o. Net loss on sale of fixed assets/discarded assets	—	648,816
p. Adjustment to the carrying amount of investments	3,676,995	—
q. Conference, exhibition and seminar	15,189,350	39,702,739

Notes forming part of the financial statements

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
r. Information technology expenses	45,617,418	42,069,971
s. Provision for doubtful Loans	80,110,221	—
t. Provision for diminution in value of investment	—	24,661,000
u. Commission to channel partners	4,201,949	6,659,218
v. Expenditure on corporate social responsibility (see note 2.38)	11,010,000	12,030,000
w. Sales and marketing fee	171,351,414	220,225,451
x. Miscellaneous expenses	49,116,818	44,990,894
	894,640,761	987,895,658
Directors Remuneration includes :		
Non Executive Directors		
a. Commission	5,500,000	4,800,001
b. Sitting fees	5,406,900	4,569,200
	10,906,900	9,369,201

2.22 FINANCE COST

Bank Charges	3,471,874	4,307,479
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2.23 OPERATING LEASE

Obligations on long-term, non-cancellable operating leases

The Company has acquired office premises under cancellable and non-cancellable operating lease. Operating lease rentals paid during the year ended 31st March, 2017 is ₹ 32,086,548/-. (Year ended 31st March, 2016 ₹ 37,254,013/-).

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
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2.24 Contingent liabilities and Commitments (to the extent not provided for)

a. Contingent liabilities		
Claims against the Company not acknowledged as debts	6,922,050	6,922,050
b. Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for in the books of account (net of advances).	3,203,204	3,180,687
c. Other Commitments		
The Company is committed to provide financial support to its subsidiary companies, as and when required.		
As on 31 March, 2017 the Company has outstanding bank guarantee and letter of credits of ₹ 3,605,000 (As at 31 March, 2016 ₹ 14,301,565). These are secured to the extent of ₹ 150,000,000 against all present and future receivables of the Company.		
d. The Company does not have any pending litigation which would impact its financial position.		
e. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.		

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
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2.25 Auditors Remuneration (excluding service tax)

a. As auditors - statutory audit, including quarterly audits	4,700,000	3,400,000
b. For taxation matters	—	3,145,000
c. For other services	300,000	1,500,000
d. Reimbursement of expenses	578,405	270,078
	5,578,405	8,315,078

Notes forming part of the financial statements

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
2.26 CIF value of imports		
Capital goods	4,764,220	38,414,248
2.27 Earnings in foreign currency		
a. Software development services and products	1,996,840,163	2,102,494,348
b. Dividend income from subsidiary company	—	165,487,896
c. Interest income on loan to subsidiary	—	127,857
	1,996,840,163	2,268,110,101
2.28 Expenditure in foreign currency		
a. Travel expenses	52,600,971	95,143,243
b. Legal and professional	9,739,424	16,124,064
c. Cost of software purchased for delivery to clients	9,643,338	9,525,887
d. Conference, exhibition and seminar	10,915,320	28,957,757
e. Outsourced technical service expense	74,272,231	85,712,971
f. Salaries and wages	112,536,018	103,633,622
g. Commission to channel partners	4,189,366	6,659,218
h. Rent	9,188,558	13,909,580
i. Sales and marketing fee	171,351,414	220,225,451
j. Others	41,434,720	68,282,964
	495,871,360	648,174,757
2.29 Earnings per share		
a. Profit after taxation available to equity shareholders (Rupees)	478,184,464	446,573,141
b. Weighted average number of equity shares used in calculating basic earnings per share	32,383,724	32,383,724
c. Effect of dilutive issue of shares	—	—
d. Weighted average number of equity shares used in calculating diluted earnings per share	32,383,724	32,383,724
e. Basic earnings per share (Rupees)	14.77	13.79
f. Diluted earnings per share (Rupees)	14.77	13.79

2.30 RELATED PARTY TRANSACTIONS

List of related parties – where control exists

a. Subsidiary Companies

- Nucleus Software Solutions Pte Ltd, Singapore
- Nucleus Software Japan Kabushiki Kaisha, Japan
- Nucleus Software Inc., USA
- Nucleus Software Netherlands B.V., Netherlands
- VirStra i-Technology Services Limited, India
- Nucleus Software Limited, India
- Nucleus Software Australia Pty. Ltd., Australia
- Nucleus Software South Africa Pty. Limited, South Africa (incorporated on 10 February, 2015)
- Avon Mobility Solutions Private Limited (acquired on 17 March 2016)

b. Other related parties:

- Key managerial personnel:
- Vishnu R Dusad (Managing Director and Chief Executive Officer)
 - Ravi Pratap Singh (Whole time Director)
 - Nucleus Software Foundation (see note 2.39)
 - Avon Solutions & Logistics Pvt Ltd

Notes forming part of the financial statements

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
2.30 RELATED PARTY TRANSACTIONS (CONT'D)		
<u>Transactions with related parties</u>		
a. Software development services and products		
- Nucleus Software Japan Kabushiki Kaisha, Japan	45,273,148	64,246,913
- Nucleus Software Solutions Pte Ltd, Singapore	106,754,250	118,548,446
- Nucleus Software Inc., USA	9,193,799	8,549,148
- Nucleus Software Netherlands B.V., Netherlands	4,873,565	5,832,966
	166,094,762	197,177,473
b. Other income		
Dividend income		
- VirStra i -Technology Services Limited, India	—	84,999,830
- Nucleus Software Solutions Pte Ltd, Singapore	—	165,487,896
	—	250,487,726
Interest income		
- Nucleus Software Inc., USA	—	127,857
c. Salary and other benefits to Key managerial personnel		
Salary	17,487,382	16,628,053
Contribution to provident and other funds	962,640	870,500
	18,450,022	17,498,553
d. Cost of software purchased for delivery to clients		
- Nucleus Software Solutions Pte Ltd, Singapore	2,823,996	2,841,116
e. Outsourced technical service expense		
- Nucleus Software Japan Kabushiki Kaisha, Japan	6,141,953	11,273,337
- Nucleus Software Inc., USA	—	12,660,812
- Nucleus Software Australia Pty Ltd.	47,243,042	37,349,869
	53,384,995	61,284,018
f. Expenditure on Corporate Social Responsibility		
Nucleus Software Foundation (see note 2.38)	11,010,000	12,030,000
g. Lease rent paid		
- Nucleus Software Limited, India	10,920,744	9,496,296
h. Reimbursement of expenses from		
- Nucleus Software Solutions Pte Ltd, Singapore	4,006,041	7,482,330
- Nucleus Software Japan Kabushiki Kaisha, Japan	56,176,382	487,121
- Nucleus Software Inc., USA	33,098	702,078
- Nucleus Software Netherlands B.V., Netherlands	5,625	13,799
- VirStra i-Technology Services Limited, India	212,215	794,853
- Nucleus Software Limited, India	—	162,321
- Nucleus Software South Africa Pty Ltd	124,488	22,764
- Nucleus Software Australia Pty Ltd.	1,536,152	6,831,558
	62,094,001	16,496,824

Notes forming part of the financial statements

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
i. Reimbursement of expenses to		
- Nucleus Software Solutions Pte Ltd, Singapore	120,668	246,901
- Nucleus Software Australia Pty Ltd.	80,299	229,351
- Nucleus Software Limited, India	—	6,387
- Nucleus Software Japan Kabushiki Kaisha, Japan	260,587	73,096
- Nucleus Software Inc., USA	—	82,116
	461,554	637,851
j. Sales & marketing fee		
- Nucleus Software Japan Kabushiki Kaisha, Japan	42,539,808	50,110,727
- Nucleus Software Solutions Pte Ltd, Singapore	85,437,255	122,448,463
- Nucleus Software Inc., USA	5,491,923	17,943,408
- Nucleus Software Australia Pty Ltd.	19,779,294	21,955,633
- Nucleus Software South Africa Pty Ltd	18,103,134	7,767,220
	171,351,414	220,225,451
k. Repayment of loans		
- Nucleus Software Inc., USA	—	6,250,000
l. Investment in subsidiary		
- Nucleus Software South Africa Pty Ltd	—	3,182,500
- Nucleus Software Netherlands B.V., Netherlands	—	24,661,000
- Avon Mobility Solutions Private Limited	23,500,000	19,200,720
m. Insurance claim paid		
- Nucleus Software Inc., USA	—	91,306,938
n. Reversal of provision for doubtful debts		
- Nucleus Software Netherlands B.V., Netherlands	—	24,385,600
o. Communication Expenses		
- Avon Solutions & Logistics Pvt Ltd	344,486	—
p. Provision for diminution in value of investment		
- Nucleus Software Netherlands B.V., Netherlands	—	24,661,000
q. Provision for doubtful loan		
- Nucleus Software Limited, India	80,110,221	—
r. Excess Provision Written Back		
- Nucleus Software Solutions Pte Ltd, Singapore	—	760,326

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
a. Trade receivables		
- Nucleus Software Solutions Pte Ltd, Singapore	9,353,614	9,869,215
- Nucleus Software Japan Kabushiki Kaisha, Japan	18,468,914	16,246,908
- Nucleus Software Inc., USA	—	3,954,098
- VirStra i -Technology Services Limited, India	—	339,193
- Nucleus Software Limited, India	—	155,213
- Nucleus Software Australia Pty Ltd.	—	(171,701)
	27,822,528	30,392,926

Notes forming part of the financial statements

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
b. Trade payables		
- Nucleus Software Solutions Pte Ltd, Singapore	(655,702)	24,763,484
- Nucleus Software Japan Kabushiki Kaisha, Japan	12,484,006	16,350,954
- Nucleus Software Australia Pty Ltd.	11,633,732	13,338,096
- Nucleus Software Limited, India	900,961	5,787
- Nucleus Software South Africa Pty Ltd	3,458,709	3,290,290
- Nucleus Software Inc., USA	—	4,835,092
- Avon Solutions & Logistics Pvt Ltd	45,000	—
	27,866,706	62,583,703
c. Loans to subsidiaries		
- Nucleus Software Limited, India	80,110,221	80,110,221
d. Provision for doubtful loan		
- Nucleus Software Limited, India	80,110,221	—
e. Deferred revenue		
- Nucleus Software Inc., USA	1,487,596	5,185,002
- Nucleus Software Netherlands B.V., Netherlands	89,575	1,276,214
	1,577,171	6,461,216
f. Investments in subsidiary companies (net of provision) (see note 2.9)	181,796,460	158,296,460
g. Advance/Prepayment to subsidiaries		
- Nucleus Software Solutions Pte Ltd, Singapore	2,046,023	2,099,090

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
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2.31 Research and development expenditure

Expenditure on research and development as per Accounting Standard 26

Revenue Expenditure	232,635,348	192,293,170
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The Company had been accorded initial recognition for the in-house Research and Development (R&D) unit by the Department of Scientific and Industrial Research (DSIR) for its R&D center at Noida effective 31 December, 2012 which was valid till 31 March, 2015. The Company has further received renewal of recognition for its R&D center for three years starting from 1 April, 2015.

2.32 Segment reporting – Basis of preparation

a. Segment accounting policies

The Segment reporting policy complies with the accounting policies adopted for preparation and presentation of financial statements of the Company and is in conformity with Accounting Standard-17 on “Segment Reporting” specified as per Section 133 of the Companies Act, 2013 (“the 2013 Act”) read with Rule 7 of Companies (Accounts) Rules, 2014. The segmentation is based on the Geographies (reportable primary segment) in which the Company operates and internal reporting systems. The secondary segmentation is based on the nature and type of services rendered.

b. Composition of reportable segments

The Company operates in seven main geographical segments: India, Far East, South East Asia, Europe, Middle East, Africa and Australia which individually contribute 10% or more of the Company’s revenue and segment assets.

Income and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while the remainder of the costs are categorised in relation to the associated turnover and/or man months. Certain expenses such as depreciation, which form a significant component of total expenses, are not specifically allocable to specific segments as the underlying services are used interchangeably across geographies. The Company believes that it is not practicable to provide segment disclosures relating to those costs and expenses, and accordingly these expenses are separately disclosed as “unallocated” and directly charged against total income.

Notes forming part of the financial statements

Segment assets and liabilities represent the net assets and liabilities of that segment. All the fixed assets of the Company are located in India. These have not been identified to any of the reportable segments, as these are used interchangeably between segments and across geographies. Other items which are not directly attributable to any particular segment and which cannot be reasonably allocated to various segments are consolidated under "Unallocated" head.

The secondary segmentation is based on the nature and type of services rendered. Accordingly, Secondary Segmentation has been classified under Products and Software Projects and Services. Products revenue includes Income from sale of licenses and all other related customization, implementation, time and material contracts, fixed price contracts and annual technical service for these licenses. Software projects and services includes other time and material contracts and fixed price contracts, whereby no license sale is made by the Company.

Information in respect of primary segment

The profit and loss for reportable primary segment is set out below:

a. For the Year ended 31 March, 2017 (Amount in ₹)									
Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Revenue from operations	996,616,976	249,762,876	438,697,095	461,150,614	520,868,807	91,077,113	174,511,455	60,772,203	2,993,457,139
Expenses	641,753,546	123,104,271	376,491,971	325,858,428	277,506,210	44,527,621	96,972,744	46,694,778	1,932,909,568
Segment result	354,863,430	126,658,605	62,205,124	135,292,186	243,362,597	46,549,493	77,538,711	14,077,425	1,060,547,571
Unallocated corporate expenditure									833,532,282
Operating profit before taxation									227,015,288
Other income									292,422,498
Profit before taxation									519,437,786
Tax Expense									
Net current tax expense									91,020,698
Net deferred tax credit									(49,767,376)
									41,253,322
Profit for the year									478,184,464
b. For the Year ended 31 March, 2016 (Amount in ₹)									
Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Revenue from operations	679,169,273	256,103,197	424,401,504	413,833,112	568,828,185	135,827,540	246,154,092	57,346,719	2,781,663,621
Expenses	560,615,280	157,785,048	302,456,710	287,021,489	275,609,975	65,493,025	113,570,710	47,148,853	1,809,701,091
Segment result	118,553,993	98,318,148	121,944,794	126,811,623	293,218,210	70,334,514	132,583,381	10,197,865	971,962,530
Unallocated corporate expenditure									951,804,404
Operating profit before taxation									20,158,126
Other income									507,269,554
Profit before taxation									527,427,681
Tax Expense									
Net current tax expense									89,600,410
Net deferred tax credit									(8,745,870)
									80,854,540
Profit for the year									446,573,141

Assets and liabilities of reportable primary segment are as follows:

a. As at 31 March, 2017 (Amount in ₹)									
Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Segment assets	330,949,507	48,116,938	77,652,422	76,147,237	111,901,749	29,623,913	11,741,239	22,990,684	709,123,690
Unallocated corporate assets									5,195,770,364
Total assets									5,904,894,054
Segment liabilities	457,237,310	44,018,894	195,612,345	75,811,537	212,978,597	72,047,080	50,928,683	15,087,134	1,123,721,580
Unallocated corporate liabilities									46,896,684
Total liabilities									1,170,618,264
Capital employed									4,734,275,790

Notes forming part of the financial statements

b. As at 31 March, 2016

(Amount in ₹)

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Segment assets	609,377,072	69,545,062	105,807,950	80,754,721	143,294,859	56,085,800	10,202,151	31,044,457	1,106,112,072
Unallocated corporate assets									4,295,475,679
Total assets									5,401,587,751
Segment liabilities	356,694,255	52,078,395	243,832,486	78,610,935	231,302,592	81,151,477	43,428,241	22,056,308	1,109,154,689
Unallocated corporate liabilities									47,583,308
Total liabilities									1,156,737,997
Capital employed									4,244,849,754

Listing of capital expenditure, depreciation and other non-cash expenditure of the reportable primary segment are set out below:

a. For the year ended 31 March 2017

(Amount in ₹)

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Capital expenditure (unallocated)									39,774,837
Total capital expenditure									39,774,837
Depreciation expenditure (unallocated)									102,652,629
Total depreciation									102,652,629
Segment non-cash expense other than depreciation	71,842,407		(449,685)		1,742,308	4,204,409			77,339,439
Total non cash expenditure other than depreciation	71,842,407	-	(449,685)	-	1,742,308	4,204,409	-	-	77,339,439

b. For the year ended 31 March 2016

(Amount in ₹)

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Capital expenditure (unallocated)									54,726,817
Total capital expenditure									54,726,817
Depreciation expenditure (unallocated)									109,147,948
Total depreciation									109,147,948
Segment non-cash expense other than depreciation	13,920,080	373,358	(209,971)	275,400	(2,271,084)	4,834,753	-	-	16,922,536
Total non cash expenditure other than depreciation	13,920,080	373,358	(209,971)	275,400	(2,271,084)	4,834,753	-	-	16,922,536

Information in respect of secondary segment

Information for business segments

(Amount in ₹)

Description	Products	Software projects and services	Total
c. For the year ended 31 March, 2017			
Revenue	2,784,052,075	209,405,064	2,993,457,139
Carrying amount of segment assets	659,517,470	49,606,219	709,123,690
d. For the year ended 31 March, 2016			
Revenue	2,555,487,634	226,175,987	2,781,663,621
Carrying amount of segment assets	1,002,902,455	88,762,884	1,091,665,339

Note : The carrying amount of segment assets has been allocated proportionately in ratio of revenue in the related secondary segment.

Notes forming part of the financial statements

2.33 Employee Benefit Obligations

Defined contribution plans

An amount of ₹ 80,910,509 for the year ended 31 March, 2017 (Year ended 31 March, 2016 ₹ 75,942,046), have been recognized as an expense in respect of Company's contribution for Provident Fund and ₹ 427,932 (Year ended 31 March, 2016 ₹ 118,035) for Employee State Insurance Fund deposited with the government authorities and has been shown under employee benefit expenses in the Statement of Profit and Loss.

Defined benefit plans

The Gratuity scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service or part thereof in excess of 6 months subject to a maximum limit of ₹ 1,000,000 in terms of the provisions of the Payment of Gratuity Act, 1972. Vesting occurs upon completion of 5 years of service.

Provision in respect of gratuity and compensated absence has been determined using the Projected Unit Credit method, with actuarial valuations being carried out at the balance sheet date.

The Company had made contributions to Nucleus Software Export Limited Employees Group Gratuity Assurance Scheme, which has made further contributions to Employees Group Gratuity Scheme of Life Insurance Corporation of India.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation as on 31 March, 2017 :

Particulars	(Amount in ₹)	
	As at 31 March, 2017	As at 31 March, 2016
a. Change in defined benefit obligations (DBO) during the year		
Obligation at beginning of the year	140,975,938	122,248,328
Current service cost	19,486,237	18,382,179
Interest cost	10,992,195	9,956,441
Actuarial losses/(gains)	5,704,202	8,474,080
Benefits paid	(11,721,172)	(18,085,090)
Obligation at year end	165,437,400	140,975,938
b. Change in plan assets		
Plan Assets at year beginning, at fair value	129,989,479	119,678,080
Expected return on asset plan	10,009,543	9,206,277
Contributions by employer	16,297,225	18,001,217
Actuarial (losses)/gains	(154,710)	1,188,995
Benefits paid	(11,721,172)	(18,085,090)
Plan assets at year end, at fair value	144,420,365	129,989,479
c. Net asset / (liability) recognised in the Balance Sheet		
Present value of defined benefit obligation	165,437,400	140,975,938
Fair value of plan assets	144,420,365	129,989,479
Funded status- Surplus/ (Deficit)	(21,017,035)	(10,986,459)
Unrecognised past service costs	-	-
Net liability recognised in the Balance Sheet	(21,017,035)	(10,986,459)

Particulars	(Amount in ₹)	
	Year ended 31 March, 2017	Year ended 31 March, 2016
d. Gratuity cost for the year:		
Current service cost	19,486,237	18,382,179
Interest cost	10,992,195	9,956,441
Expected return on asset plan	(10,009,543)	(9,206,276)
Actuarial losses/(gains)	6,434,125	7,285,084
Net gratuity cost	26,903,014	26,417,428

Notes forming part of the financial statements

e. Experience adjustment

(Amount in ₹)

Particulars	Year ended 31 March, 2013	Year ended 31 March, 2014	Year ended 31 March, 2015	Year ended 31 March, 2016	Year ended 31 March, 2017
Defined benefit obligation	91,032,223	101,331,144	122,248,328	140,975,938	165,437,400
Plan assets	-	-	119,678,080	129,989,478	144,420,365
Surplus/(Deficit)	(91,032,223)	(101,331,144)	(2,570,248)	(10,986,460)	(21,017,035)
Experience adjustment on plan liabilities	(2,781,491)	3,407,556	110,250	6,196,728	680,635
Experience adjustment on plan assets	-	-	3,455,543	1,188,995	(154,710)

f. Economic assumptions :

	Actuarial assumptions for gratuity and long-term compensated absences	
	As at 31 March, 2017	As at 31 March, 2016
Discount rate	6.90%	7.55%
Salary escalation rate	7.50%	8.00%
Expected return on plan assets	8.00%	8.00%

Discount rate:

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Salary escalation rate:

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

Expected return on plan assets:

The expected rate of return on plan assets is determined after considering several applicable factors such as the composition of the plan assets, investment strategy, market scenario, etc.

g. Demographic assumptions

Retirement age	58 years	58 years
Mortality table	IALM Mortality (2006-08)	IALM Mortality (2006-08)

h. Withdrawal rates

Ages - Withdrawal Rate (%)

21-50 years - 20%

51-54 years - 2%

55-57 years - 1%

i. Category of asset

Insurer Managed Funds	144,420,365	129,989,479
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2.34 Forward contract and option in foreign currency

a. Forward contract outstanding	Buy/Sell	As at 31 March, 2017	Equivalent amount in Rupees 31 March, 2017	As at 31 March, 2016	Equivalent amount in Rupees 31 March, 2016
In USD	Sell	4,150,000	269,127,500	5,875,000	389,277,500

Notes forming part of the financial statements

- b. Short term loans & advances includes net marked to market gain of ₹ 13,628,172 (Previous year ended 31 March, 2016, gain : ₹ 31,200) relating to forward contracts which are outstanding as at year ended 31 March, 2017. The gain on such forward contracts which are designated as effective, aggregating to ₹ 13,628,172 (Previous year ended 31 March 2016 : gain of ₹ 2,386,600) have been credited to Hedging Reserve. The loss on ineffective contracts aggregating to nil (Previous year ended 31 March 2016, loss: ₹ 2,355,400) has been debited to Statement of Profit and Loss.
- c. The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below :

Currency	As at 31 March, 2017		As at 31 March, 2016	
	Amount in foreign currency	Amount in Rupees	Amount in foreign currency	Amount in Rupees
Receivable				
USD (Please refer note 1 below)	942,792	60,096,434	31,413	2,051,881
EURO	197,845	13,709,152	292,572	21,767,343
MYR	659,206	9,670,172	171,875	2,916,718
SGD	92,012	4,270,507	59,610	2,936,985
JPY	31,841,582	18,576,285	34,220,783	20,185,129
ZAR	664,888	3,012,485	5,893,060	26,518,768
AED	371,831	6,564,673	1,073,169	19,357,277
CHF	3,691	239,237	3,530	243,529
GBP	-	-	171,981	16,419,030
AUD	218,219	10,818,739	253,123	12,904,230
NGN				
Note 1-Forward contract outstanding USD 41,50,000/-, ₹ 26,91,27,500/- (previous year 31 March,2016 USD 5,875,000 ₹ 389,277,500 have been adjusted with receivables)				
Payable				
USD	5,755,851	373,266,911	10,365,306	686,753,319
EUR	176,318	12,217,515	272,199	20,251,635
MYR	846,905	12,409,275	611,085	10,370,105
GBP	35,775	2,894,287	91,463	8,731,985
SGD	359	16,662	462,588	22,789,390
CHF	3,847	249,393	17,427	1,202,135
AED	247,064	4,361,918	328,342	5,922,469
ZAR	5,945,705	28,836,670	4,830,187	21,735,842
JPY	8,176,524	4,742,588	30,494,984	17,987,466
SEK		-	62,844	513,593
AUD	901,946	44,716,206	738,974	37,672,889
NGN	828,443	175,469	-	-
SAR	4,741	81,972	-	-

Notes forming part of the financial statements

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
2.35 FUNCTION WISE CLASSIFICATION OF STATEMENT OF PROFIT AND LOSS		
Income from software services and products	2,993,457,139	2,781,663,621
Software development expenses	1,886,775,285	1,754,225,479
Gross Profit	1,106,681,854	1,027,438,142
Selling and marketing expenses	376,368,801	552,898,893
General and administration expenses	400,645,136	345,233,174
Operating profit before depreciation	329,667,917	129,306,075
Depreciation and amortisation expense	102,652,629	109,147,948
Operating profit after depreciation	227,015,288	20,158,127
Other income	292,422,498	507,269,554
Profit before tax	519,437,786	527,427,681
Tax expense:		
Net current tax expense	91,020,698	89,600,410
Deferred tax (credit) /charge	(49,767,376)	(8,745,870)
	41,253,322	80,854,540
Profit for the year	478,184,464	446,573,141

2.36 TRANSFER PRICING

The Company has established a comprehensive system of maintenance of information and documents as required by transfer pricing legislation under section 92D for its international transactions and specified domestic transactions. The Company will further update above information and records and expects these to be in existence latest by due date of the filing of return, as required under law. The management is of the opinion that all above transactions are at arm's length so that aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

2.37 During the year ended 31 March, 2017 as per provision of Income-tax Act, 1961, the Company has taken credit of corporate dividend tax aggregating ₹ Nil (Year ended 31 March, 2016 ₹ 17,304,300) on account of tax paid on dividend received from one of its subsidiaries.

2.38 EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
Gross amount required to be spent by Company during the year ended 31 March, 2017 / 31 March, 2016 :	11,007,798	13,904,433
Amount spent during the year on purposes other than Construction/acquisition of any asset	11,010,000	12,030,000
Details of related party transactions:		
Nucleus Software Foundation (See note 2.30)	11,010,000	12,030,000

2.39 On March 17, 2016, the Company has acquired 96% stake in Avon Mobility Solutions Pvt. Ltd. ('Avon'), a Mobile Technology Solutions provider for a purchase consideration of ₹ 19,200,720. The Company has also taken over Avon's net liabilities aggregating to ₹ 12,504,061. Further, the Company has an option to acquire the remaining 4% shares of Avon as per terms and conditions of share purchase agreement executed with the shareholders of Avon. During the year ended March 31 2017, the Company has further subscribed 2,350,000 11% redeemable preference shares of face value of ₹ 10 per share, for a minimum tenor of 5 years and maximum tenor of 20 years.

Notes forming part of the financial statements

2.40 Disclosure under schedule III of Companies Act, 2013 for transaction in Specified Bank Notes (SBN's) and other denomination notes during the period 08 November, 2016 to 30 December, 2016 :

Information pursuant to G.S.R. 308(E) dated 30 March 2017	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	90,500	33,739	124,239
(+) Permitted receipts	18000 *	255,690	273,690
(-) Permitted payments	—	197,529	197,529
(-) Amount deposited in Banks	108,500	—	108,500
Closing cash in hand as on 30.12.2016	—	91,900	91,900

* Imprest in hand with employees.

Note: For the purpose of this disclosure, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated 8 November 2016

2.41 Previous year figures were audited by another firm of chartered accountants.

2.42 Previous year figures have been regrouped/ reclassified wherever necessary to correspond with the current year classification/ disclosure.

In terms of our report attached
For **For B S R & ASSOCIATES LLP**
Chartered Accountants
Firm Registration Number : 116231W/W-100024

Sd/-
RAKESH DEWAN
Partner
Membership number : 092212

Place : New Delhi
Date : 25 April, 2017

For and on behalf of the Board of Directors
NUCLEUS SOFTWARE EXPORTS LIMITED

Sd/-
JANKI BALLABH
Chairman

Sd/-
ASHISH NANDA
Chief Financial Officer

Place : New Delhi
Date : 25 April, 2017

Sd/-
VISHNU R DUSAD
Managing Director & Chief Executive Officer
Sd/-
POONAM BHASIN
AVP (Secretarial) & Company Secretary

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF CONSOLIDATED OPERATIONS OF NUCLEUS SOFTWARE EXPORTS LTD.
AND SUBSIDIARY COMPANIES**

Forming Part of the Consolidated Financial Statements for the year ended March 31, 2017

Management's Discussion and Analysis of Financial Condition and Results of Consolidated Operations of Nucleus Software Exports Ltd. and Subsidiary Companies

Management's discussion and analysis of financial condition and results of operations include forward-looking statements based on certain assumptions and expectations of future events. The Company cannot assure that these assumptions and expectations are accurate. Although the Management has considered future risks as part of the discussions, future uncertainties are not limited to the Management perceptions.

The consolidated financial statements are prepared under the historical cost convention on the accrual basis, in accordance with the Indian Generally Accepted Accounting Principles ("GAAP") and mandatory accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("2013 Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis.

Nucleus Software Exports Limited (Consolidated) includes the parent Company, Nucleus Software Exports Ltd. (the Company) and its subsidiaries and branches worldwide, collectively referred to as Group.

Overview

The Company was incorporated on January 9, 1989 as Nucleus Software Exports Private Limited with its registered office at 33-35 Thyagraj Market, New Delhi, INDIA. Subsequently in October 1994, it was converted into a Public Limited Company. In August 1995, Nucleus made an Initial Public Offer and is currently listed at National Stock Exchange of India Ltd., and BSE Ltd. Nucleus Software is the leading provider of mission critical lending and transaction banking products to the global financial services industry. Its software powers the operations of more than 150 customers in 50 countries, supporting retail banking, corporate banking, cash management, internet banking, automotive finance and other business areas.

Nucleus Software is known for its world-class expertise and innovation in lending and transaction banking technology. We have inter-alia, two flagship products, built on the latest technology:

- FinnOne™, 10 time winner - World's Best Selling Lending Solution.
- FinnAxia™, an integrated global transaction banking solution used by banks worldwide to offer efficient and Innovative global payments and receivables, liquidity management and business internet banking services.

During the year, we have continued to enhance our solutions to take advantage of market trends, such as increasing digitizing of financial services. Our flagship product FinnOne Neo™ was launched on cloud and is already a success in the domestic market. By providing FinnOne Neo™ on cloud, we are making one of the best lending software more affordable, quickly deployable and scalable as per our customers' business requirements.

We also launched the Collections module as part of FinnOne Neo™ Lending Suite. Collection module is aimed at automating the collection operation in the Financial Institution, increase collection efficiency and thereby reduce delinquency.

We also launched FinnAxia™ 4.0, the latest version of its next-generation integrated transaction banking product suite. The new product suite includes extended compliance to global and regional regulations; increased flexibility for corporate treasurer for greater control, visibility, management of liquidity and enhanced capabilities to digitize the financial value chain of supplier's-buyer's-dealer's thereby creating a business network for collaborative commerce leading to working capital optimization.

During the year, PaySe™, the world's first offline digital cash solution which was launched in previous year FY15-16, was made available in 3 new form factors: smart watch, band and micro SD. With this, we can now cater to consumers more effectively and we launched an innovative project with an esteemed Education Institution in India.

Over the years, our committed professionals have provided par excellence and with our deep expertise and global experience, we have created a global footprint of customers and partners across multiple continents with multi-product, multi-service, multi-currency and multi-lingual implementations, leading to worldwide acceptability and customer satisfaction.

Nucleus operates through integrated and well-networked subsidiaries in India, Japan, Netherlands, Singapore, USA, Australia and South Africa. Since 1995, product development has been our forte and the Company has chosen to exclusively develop products and further add value through dedicated Research and Development initiatives.

Strengths

The Group's business broadly consists of Development and Marketing of Software Products and Software Services for business entities in the Banking and Financial Services (BFS) vertical. With a single point focus on the banking and financial industry, the Group's focus on product development is to build products on latest architecture & technology stack, with products that have advanced feature & functionalities to support growing need of business. We are performing today to deliver top-tier performance, while investing to ensure that our performance levels can be sustained in the long term. We have stepped up our investments in brand building, R&D, sales and our people. All of this coupled with differentiated products' help us drive sales and ultimately bring in customer satisfaction. The definitive goal is to touch and improve lives of more and more people across the world by equipping Banks with superior technology products for managing lending operations.

Building on our strong product innovation and R&D capabilities, we executed strategic initiatives for new products, sales and market development and people to help drive transformation and continue the momentum of growth. This endeavor demonstrates our passion for perfection and relentless commitment to deliver world class products to our customers. In this journey, we have been honoured and feel grateful for having received various accolades, listed elsewhere in this annual report.

Management's Discussion and Analysis

A brief on the functionality of our products is given below:

FinnOne NEO™, is the next-generation lending solution built on an advanced technology platform, designed to shape the future of lending across Retail, Corporate and Islamic sectors. The multi-channel solution helps digitize the complete loan lifecycle end to end, from initial contact with customers and helping make better credit decisions faster to comprehensive loan servicing and sophisticated delinquency management. FinnOne Neo has been designed to meet the challenges of delivering agile and efficient solutions while reducing the cost of operations.

FinnOne Neo™ supports both cloud and on-premise deployments. It can be deployed quickly in partnership with leading cloud providers without high upfront capital expenditure. Cloud deployment provides flexibility in scale while optimizing costs by supporting pay-per-use models.

The suite offers the following line of products which can be used as independent modules or together to form a single suite:

- **FinnOne Neo Customer Acquisition System (CAS)** is a comprehensive loan origination software which controls and automates various business processes/activities performed in processing of a loan or credit card application for advanced risk management and business process optimization. It allows financial institutions to integrate various processes for acquisition and pre-disbursal. It supports the entire acquisition lifecycle from customer walk-in to decision by the underwriter for the disbursement. Additionally, it allows online credit evaluation and if desired, automatic credit evaluation of the application and processing till disbursement initiation.
- **FinnOne Neo Loan Management System (LMS)** is an advanced and comprehensive bank loan management system that aims to improve the quality, turnaround time and service for end-customers. It enables banks to improve the agility, transparency and efficiency of their lending solutions. As a loan management solution, it enables financial institutions to automate the processes for achieving cost savings and enhanced customer experience.
- **FinnOne Neo Collections** is a customer centric, web based and workflow driven solution that allows financial institutions to manage, monitor and control the delinquent loan accounts while automating the loan collections management framework. The workflow manager governs the entire business processes and the rule engine defines the supporting rules in line with their policies.
- **FinnOne Neo Finance Against Securities (FAS)**, is a comprehensive solution that establishes credit lines to individuals and corporate against the pledging of financial securities including & not limited to equity shares, mutual funds and government & corporate bonds. It is an end-to-end solution which automates the business processes right from portfolio/Account creation to daily assessment of the portfolio value to account closure.
- **Islamic Financing** is an offering comprising of CAS and LMS modules designed as per Islamic/Shariah rules. It is designed with function specific modules, managing the complete finance cycle starting from origination till after sales transactions.
- **Lending Analytics** helps financial institutions to unleash the

power of analytics. The solution focuses on the four key tenets of efficient end-to-end loan lifecycle management viz. Improved Acquisition, Faster Customer On-boarding, Comprehensive Loan Servicing and Efficient Delinquency Management. The product has an intuitive GUI for quick insight generation through interactive visualizations. It is easy to build and validate scoring models. Overall, Lending Analytics is a rightly shaped product that gives lending business the much needed analytical edge to make data driven decisions seamlessly throughout the lending value chain.

FinnAxia™ is an integrated global transaction banking solution built on latest Java J2EE technology and Service Oriented Architecture (SOA) platform. With this product suite, banks can breakdown traditional product silos, launch personalized products/services over multiple channels and create winning corporate customer propositions.

The key product components of FinnAxia™:

- **Global Receivables** enables banks to provide comprehensive accounts receivable solutions to corporate customers, across currencies, transaction types and jurisdictions.
- **Global Payments** enables banks to manage the payments process of their customers, including initiation, processing, authorisation matrices, A/P reporting, advising & alerts along with payments reconciliation for their corporate customers.
- **Global Liquidity Management** gives banks the power to manage the cash positions of their corporate customers on an international basis resulting in better utilisation of available funds and reduced interest costs through short-term bank borrowings. It helps the banks setup and manage complex cash concentration and pooling structures for automated fund movements and consolidation within the group. Global Liquidity Management automates all transactions, interest & tax calculations and manages a registry of intercompany lending/borrowing history and limits for the corporate entity.
- **Financial Supply Chain Management** offers an integrated way of managing invoice presentation and transaction processing across a corporate's supply chain, covering its suppliers and dealers. It aims to optimize working capital, automate operations, eliminate paper and manual processing and bring about operational efficiency in the supply chain management workflows.
- **Business Internet Banking** is a delivery channel for bank's customers, offering convenience to bank anytime and anywhere. It allows banks to provide easy access to information from multiple back-end systems as relevant data into a single customer view. It is an easy to use, robust solution that provides direct access to a comprehensive suite of transaction banking products developed for bank's corporate customers.

Mobility Solutions: The FinnOne™ Mobility suite is a portfolio of mobile solutions aimed at digitizing various lending business processes – Loan origination by field staff (mCAS), Loan origination by prospect customers (mApply), Loan self-servicing (mServe), & Field collection management (mCollect). The suite offers functional areas for use by end customers and by staff of banks and finance companies. Mobility solutions are also available for FinnAxia customers.

Management's Discussion and Analysis

FINANCIAL PERFORMANCE

Consolidated financial statements have been prepared in accordance with the principles and procedures for the preparation and presentation as laid down under Accounting Standard 21 on "Consolidated Financial Statements" specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("2013 Act"), as applicable.

The Company has nine subsidiary companies, all of which are wholly-owned subsidiaries except Avon Mobility Solutions Pvt. Ltd., in which the Company acquired 96% stake in FY2015-16. The Company discloses stand-alone audited financial results on a quarterly and

annual basis, consolidated un-audited financial results on a quarterly basis and consolidated audited financial results on an annual basis. The financial results of the Company have been discussed in this report in two parts:

- Nucleus Software Exports Limited (Consolidated) including performance of subsidiaries of Nucleus Software, discussed in this chapter. This consolidated presentation is more relevant for understanding the overall performance of the group especially as intercompany transactions are eliminated being contra.
- Nucleus Software Exports Limited (Standalone) which excludes the performance of subsidiaries of the Company has been discussed in the earlier part of this Annual Report.

The consolidated financial results are as below:

(₹ in crore)

For the Year Ended March 31,	2017	% of Revenue	2016	% of Revenue	Growth (%)
Revenue From Operations	372.39	100.00	348.70	100.00	6.79
Expenses		-			
a) Employee benefit expense	245.26	65.86	226.84	65.05	8.12
b) Travel expense	13.18	3.54	20.99	6.02	(37.21)
c) Finance costs (Bank charges)	0.54	0.15	0.62	0.18	(12.90)
d) Other expenses	61.66	16.56	70.06	20.09	(11.99)
Total Expenses	320.64	86.10	318.51	91.34	0.67
Operating Profit (EBITDA)	51.75	13.90	30.19	8.66	71.41
Depreciation	11.21	3.01	12.22	3.50	(8.27)
Operating Profit after Interest and Depreciation	40.54	10.89	17.97	5.15	125.60
Other Income	30.33	8.14	25.08	7.19	20.93
Foreign Exchange Gain/ (Loss)	(0.48)	(0.13)	0.83	0.24	(157.83)
Profit Before Tax	70.39	18.90	43.88	12.58	60.41
Taxation	7.70	2.07	11.41	3.27	(32.52)
Profit After Tax	62.69	16.83	32.47	9.31	93.07

Revenue from Operations

Our revenues from software development comprise of income from time and material and fixed price contracts. Revenue from time and material contracts is recognised as the services are rendered and revenue from fixed price contracts comprising of license, related customization and implementation is recognised in accordance with the output method based on percentage completion. Revenue from annual technical service contracts is recognized on a pro rata basis over the period in which such services are rendered.

During the year, revenue from operations is ₹ 372.39 crore, as compared to ₹ 348.70 crore for the previous year.

Revenue from Products

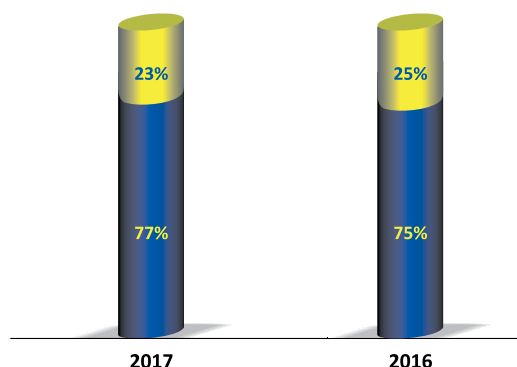
We are a Product Company and derive most of our revenues from Products and related services. Categorized under revenue from "Products", it comprises of license fee, revenue from customization and implementation of products and postproduction maintenance support. Product revenue for the year is ₹ 288.09 crore, 77.36% of the total revenue, against ₹ 261.70 crore, 75.05% of total revenue, in the previous year.

Revenue from Projects and Services

Software services rendered by the Company, classified under this segment, typically consist of development of software to meet specific customer requirements. These services consist of application development & maintenance, testing, consulting and infrastructure management services with a strong banking domain focus. Revenue from Software projects and services revenue for the year is ₹ 84.30 crore, 22.64% of the total revenue, against ₹ 87.00 crore, 24.95% of the total revenue in the previous year.

Revenue from Business Segments

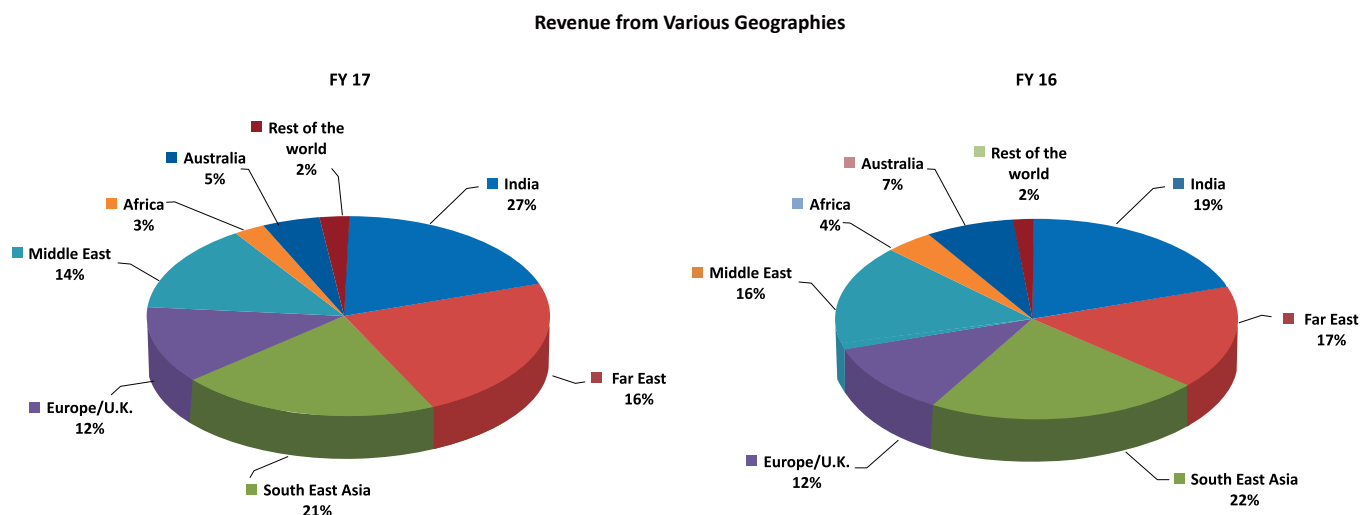
■ Products ■ Projects & Services



Management's Discussion and Analysis

Revenue from Various Geographies

Your Group's parent Company is incorporated in India, and caters to customers situated all across the globe, and hence significant part of the revenue is derived from international sales. For the year, around 73% of revenue was derived from overseas. The graph below presents a geography-wise distribution for the year as well as the previous year.



EXPENSES

Employee Benefit Expense

Employee benefit expenses include salaries paid to employees globally which have fixed, variable and incentives components; provision for retirement benefits, contribution to provident fund and expense on staff welfare activities. The employee benefit expenses have increased by 8.12% to ₹ 245.26 crore, 65.86% of revenue against ₹ 226.84 crore, 65.05% of revenue in the previous year. The increase is primarily due to increase in employee compensation and increased hiring at overseas locations.

(₹ in crore)

For the Year Ended March 31,	2017	% of Revenue	2016	% of Revenue	Growth (%)
Salaries	226.70	60.88	209.00	59.94	8.47
Contribution to provident and other funds	11.43	3.07	10.10	2.90	13.17
Gratuity expense	2.98	0.80	2.85	0.82	4.56
Staff welfare	4.15	1.11	4.89	1.40	(15.13)
Total Employee Benefit Expenses	245.26	65.86	226.84	65.05	8.12
Revenue	372.39	100.00	348.70	100.00	6.79

Operating and Other Expenses

Operating and other expense primarily consist of expenses on travel to execute work at client site and for other related activities, cost of software purchased for delivery to clients, bandwidth and communication expense, infrastructure charges, expenses on account of brand building activities, training and recruitment costs, legal and professional charges, repairs and maintenance charges, insurance, provision for doubtful debts, contribution to CSR activities and others.

Management's Discussion and Analysis

Operating and other expenses at ₹ 75.38 crore, 20.24% of revenue for the year, decreased by 17.77% in comparison to ₹ 91.67 crore, 26.29% of revenue in the previous financial year.

(₹ in crore)

For the Year Ended March 31,	2017	% of Revenue	2016	% of Revenue	Growth (%)
Software and other development charges	7.88	2.12	7.78	2.23	1.29
Travel Expenses	13.18	3.54	20.99	6.02	(37.21)
Cost of software purchased for delivery to clients	2.65	0.71	2.07	0.59	28.02
Power and fuel	4.69	1.26	4.66	1.34	0.64
Rent	8.44	2.27	9.87	2.83	(14.49)
Rates & Taxes	0.50	0.13	0.55	0.16	(9.09)
Repair and maintenance	3.99	1.07	3.75	1.08	6.40
Legal and professional	9.16	2.46	10.92	3.13	(16.12)
Conveyance	1.84	0.49	2.19	0.63	(15.98)
Communication	2.61	0.70	2.98	0.85	(12.42)
Information technology expenses	4.68	1.26	4.33	1.24	8.08
Provision for doubtful debts/advances/other current assets	—	—	1.69	0.48	(100.00)
Commission to channel partners	0.42	0.11	0.67	0.19	(37.31)
Training and recruitment	2.96	0.79	3.39	0.97	(12.68)
Conference, exhibition and seminar	1.63	0.44	4.10	1.18	(60.24)
Advertisement and business promotion	0.92	0.25	2.45	0.70	(62.45)
Insurance	0.69	0.19	0.99	0.28	(30.30)
Finance Cost	0.54	0.15	0.62	0.18	(12.90)
Miscellaneous expenses	7.50	2.01	6.47	1.86	15.92
Contribution to CSR Activities	1.10	0.30	1.20	0.34	(8.33)
Total Operating and Other Expenses	75.38	20.24	91.67	26.29	(17.77)
Revenue	372.39	100.00	348.70	100.00	6.79

The decrease in Operating and other expense for FY 2017 from FY 2016 is primarily due to decrease in Conference, Exhibitions and seminars and lower Travelling Expenses this year.

The Company has set up Nucleus Software Foundation, a trust for the purpose of undertaking CSR activities of the Company. During the year, the Company contributed ₹ 1.10 crore towards CSR activities to the trust. The details of CSR initiatives undertaken by the trust has been provided in a separate section in the Annual Report.

Operating Profit (EBITDA)

Operating Profit at ₹ 51.75 crore, 13.90% of revenue against ₹ 30.19 crore, 8.66% of revenue in the previous year.

Depreciation

Depreciation on fixed assets was ₹ 11.21 crore, 3.01% of revenue for the year, against ₹ 12.22 crore, 3.50% of revenue in the previous year.

Other Income

Other Income represents income received in the form of dividends from current investments, interest on fixed deposits and bonds and capital gains on the sale of current investments.

(₹ in crore)

For the Year Ended March 31,	2017	2016
On Investments		
Capital Gain- Mutual Funds	1.69	0.30
Dividend on investment in Mutual fund units and Pref. shares	12.09	5.73
Interest on fixed deposits	7.15	11.78
Interest on non-trade investments	6.06	4.66
Provisions written back	0.72	1.56
Others	2.62	1.05
Total	30.33	25.08

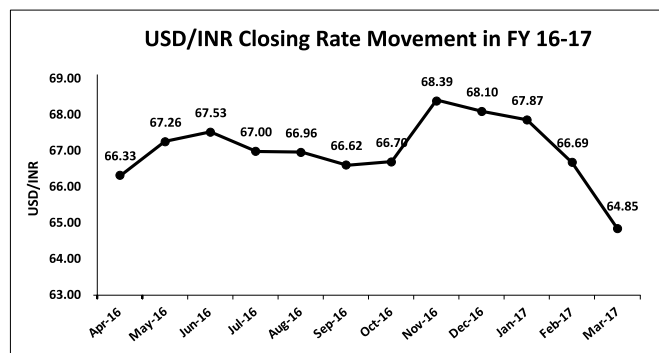
Other income for the year is ₹ 30.33 crore, against ₹ 25.08 crore in the previous year.

Management's Discussion and Analysis

Foreign Exchange Gain / (Loss)

Foreign Exchange Gain (Loss) includes gain (loss) from translation of current assets and liabilities at quarter end rates, those arising from realization/payments of receivables/payables. During the year, the Company had a foreign exchange loss of ₹ (0.48) crore against gain of ₹ 0.83 crore in the previous year.

Foreign Exchange continues to be volatile, as depicted in the below mentioned chart.



Source: Mecklai Financial

The Indian Rupee varied from a high of ₹ 64.80 to the Dollar in March 2017 to a low of ₹ 68.87 in November 2016 and overall gained 2 % against the US Dollar on a March end to March end comparison.

The Company follows a well-defined policy of hedging close to receivables through Forward Contracts which are designated as Highly Probable forecast transactions. The Company has a conservative approach and does not speculate in foreign currency markets. Forwards are held to maturity and regular reporting and monitoring systems are in place including quarterly updates to the Audit Committee. In terms of foreign currency hedges, we had on March 31, 2017, 4.75 million US dollars of forward contracts at an average rate of 69.03, designated as highly probable forecast transactions. There is a mark-to-market gain of ₹ 1.56 crore reflected in the hedging reserve in balance sheet. Currency-wise revenues for the year along with a comparison for the previous years are as follows:

	(In %)	
For the Year Ended March 31,	2017	2016
USD	45%	45%
INR	27%	19%
SGD	8%	10%
JPY	6%	7%
AUD	5%	7%
EUR	3%	5%
AED	3%	4%
ZAR	1%	1%
MYR	1%	1%
GBP	1%	1%
TOTAL	100%	100%

Taxation

It represents provision for corporate & income taxes determined in accordance with tax laws applicable in countries where the Company and subsidiaries operate.

(₹ in crore)

For the Year Ended March 31,	2017	2016
- Withholding taxes charged off	0.29	3.47
- Current Tax (Net of MAT credit entitlement)	12.73	8.17
- Deferred Tax Credit (net)	(4.89)	(0.78)
- Earlier Year Tax	(0.43)	0.55
Total	7.70	11.41

Total effective tax for the year is 11% of Profit Before Tax, in comparison to 26% of Profit Before Tax for the previous year. Expenditure of the Company's R & D centre in Noida which is duly recognized by the Department of Scientific and Industrial Research (DSIR), is entitled to weighted tax deduction in accordance with section 35(2 AB) of the Income Tax Act, 1961.

Profit After Tax

Our profit after tax for the year is ₹ 62.69 crore, 16.83% of revenue, against ₹ 32.47 crore, 9.31% of revenue, previous year.

This age of competition necessitates overall revenue growth, earned in an optimal cost environment. We remain committed to achieving higher productivity and generate better margins. Our sales and marketing efforts are focused on increasing our customer base and hence the market share, which would ultimately yield better realizations. Emerging markets across the world will continue to provide stability and growth would be led by larger engagements and value offerings.

Share Capital

Share Capital of the Company consists of Equity Share Capital. The paid-up share capital as on March 31, 2017 is 32,383,724 equity shares of ₹ 10 each similar to the paid-up share capital as on March 31, 2016.

Subsidiaries

The Company has nine subsidiary companies, all over the world, all of which are wholly-owned except Avon Mobility Solutions Pvt. Ltd. The Company acquired 96% stake in Avon Mobility Solutions Pvt. Ltd., a Mobile Technology Solutions provider for a purchase consideration of Rs 1.92 crore in FY2015-16. Paid-up Share Capital of the Subsidiaries as on March 31, 2017 is as per the below table.

Management's Discussion and Analysis

Name of Subsidiary Company	Currency	As at March 31, 2017		As at March 31, 2016	
		In foreign Currency	Eqv. Rupees (in crore)	In foreign Currency	Eqv. Rupees (in crore)
Nucleus Software Solutions Pte. Ltd. Singapore. 625,000 equity shares of S\$ 1 each.	SGD	6,25,000	1.63	6,25,000	1.63
Nucleus Software Inc., USA. 1,000,000 shares of US\$ 0.35 cents each	USD	3,50,000	1.63	3,50,000	1.63
Nucleus Software Japan Kabushiki Kaisha, Japan. 200 equity shares of JPY 50,000 each	JPY	1,00,00,000	0.41	1,00,00,000	0.41
Virstra i-Technology Services Ltd., India. 1,000,000 equity shares of ₹ 10 each	INR	–	1.00	–	1.00
Nucleus Software Netherlands B.V., Netherlands. 7500 equity shares of Euro 100 each	Euro	7,50,000	4.89	7,50,000	4.89
Nucleus Software Limited, India. 10,000,000 equity shares of ₹10/- each	INR	-	10.00	-	10.00
Nucleus Software Australia. 100,000 equity shares of 1 AUD each	AUD	1,00,000	0.55	1,00,000	0.55
Nucleus Software South Africa (Pty.) Limited. 10 equity shares of ZAR 61,200 each	ZAR	6,12,000	0.32	6,12,000	0.32
Avon Mobility Solutions Pvt Ltd. 10,666 equity shares of ₹ 10 each	INR	–	1.92	–	1.92
Avon Mobility Solutions Private Limited. 2,350,000, 11% preference shares of ₹ 10 each	INR	–	2.35	–	–

The profits/losses of the Subsidiary Companies are fully reflected in consolidated accounts of the Company and Subsidiaries.

Reserves and Surplus

The movement in the components of reserves and surplus is as below:

	(₹ in crore)		
	Opening Balance as on April 1, 2016	Additions/ (Deletions) during the year	Closing Balance as on March 31, 2017
General Reserve	88.88	–	88.88
Securities Premium	2.19	–	2.19
Capital Reserve	0.89	–	0.89
Foreign Currency Translation Reserve	11.58	(1.15)	10.43
Hedging Reserve	0.33	1.23	1.56
Profit and Loss Account Balance	320.64	62.69	383.33
Total	424.51	62.77	487.28

Fixed Assets

As at March 31, 2017, gross block of fixed assets including investment

in technology assets is ₹ 140.43 crore against ₹ 149.92 crore as on March 31, 2016.

(₹ in crore)

As at March 31,	2017	2016	Inc/Dec (%)
Gross Block			
Freehold land	0.34	0.34	–
Leasehold land	18.78	18.78	–
Leasehold improvement	1.05	1.05	–
Building	28.72	28.50	0.77
Office and other equipment	19.44	20.55	(5.40)
Computers	32.61	40.38	(19.24)
Vehicles	2.98	2.30	29.57
Furniture and fixtures	6.48	5.35	21.12
Software	30.03	32.67	(8.08)
Total	140.43	149.92	(6.33)
Less; accumulated depreciation	95.64	98.61	(3.01)
Net Block	44.79	51.31	(12.71)
Add: Capital Work In Progress	0.32	1.10	(70.91)
Net Fixed Assets	45.11	52.41	(13.93)

There are fresh additions of ₹ 4.84 crore during the year, including ₹ 1.55 crore of computer hardware and ₹ 0.99 crore of software purchases. The net fixed assets after depreciation are ₹ 45.11 crore as on March 31, 2017 against ₹ 52.41 crore as on March 31, 2016.

Management's Discussion and Analysis

Goodwill on Consolidation

The goodwill in the books has arisen based on the difference in the book value of the investment vis-à-vis the consideration paid for acquisition of 96% stake in Avon Mobility Solutions Pvt. Ltd., a mobile technology solutions provider in March 2016.

The total amount of goodwill is ₹ 3.17 crore as of the Balance Sheet date. The Management has performed a valuation of the intrinsic value of the business of this entity. It is observed that the intrinsic worth of the companies is higher than the consideration paid for these entities. Accordingly, no impairment of the goodwill is considered necessary at this stage in the books of accounts

Investments

- a. Non-current investments totaling ₹ 186.56 crore as on March 31, 2017 against ₹ 119.90 crore as on March 31, 2016.
 - i) Investment in equity shares of a non-listed company - ₹ 0.25 crore.
 - ii) Investment in tax free bonds held on a hold to maturity basis - ₹ 77.74 crore.
 - iii) Investment in long-term fixed maturity plans of mutual funds - ₹ 52.51 crore.
 - iv) Investment in Preference shares - ₹ 51.06 crore.
 - v) Investment in Debentures - ₹ 5 crore

b. Current investments and Bank Balances

The capital requirements are completely financed by internal accruals. Your Company continues to remain debt-free and we believe that cash generated from operations and reserves and surplus are sufficient to meet our obligations and requirements towards capital expenditure and working capital requirements.

As of March 31, 2017 the cash and bank balances (including fixed deposits) stood at ₹ 59.89 crore against ₹ 112.71 crore on March 31, 2016, current investments in Fixed Maturity plans and liquid plans of mutual funds are ₹ 233.51 crore against ₹ 124.77 crore on March 31, 2016.

Total cash and current investments are thus at ₹ 293.40 crore on March 31, 2017 against ₹ 237.48 crore as on March 31, 2016.

(₹ in crore)		
As at March 31,	2017	2016
Balances with Bank		
In Current Accounts	28.16	19.02
In Fixed Deposit Account	31.73	93.69
Investments in Mutual Funds	233.51	124.77
Total	293.40	237.48

As a part of the financial policies, the Company believes in maintaining high level of liquidity as it provides immense support against contingencies and uncertainties.

Complete details of Bank Balances and Fixed Deposits of the Company are given below:

(₹ in crore)		
As at March 31,	2017	2016
Balances with Banks		
In Current Accounts in INDIA		
Citi Bank	0.10	1.65
Citi Bank – EEFC accounts in US dollar	4.00	1.28
HDFC Bank – EEFC accounts in US dollar	3.29	0.15
HDFC Bank	1.21	0.90
HDFC Bank – Unclaimed dividend accounts	0.29	0.44
ICICI Bank	0.63	0.05
Yes Bank	0.13	-
Kotak Mahindra Bank	0.00	0.05
In Current Accounts in OVERSEAS locations		
Citibank UK	0.09	0.09
Citibank UAE	0.22	0.14
Citibank Singapore	6.19	4.36
Citibank Philippines	-	0.14
Citibank, USA	6.92	6.94
PNC Bank USA	0.98	0.34
Bank of Tokyo Mitshubishi- Japan	0.13	0.31
Shinsei Bank Japan	0.00	0.00
Citibank Japan	3.21	0.43
Citibank, Australia	0.29	0.16
Nedbank, South Africa	0.19	0.04
Citibank Netherlands.	0.27	0.31
Remittance in transit	-	1.20
Cash in hand	0.02	0.01
Cheque on hand	-	0.03
Total Balances in Current Accounts	28.16	19.02
In Fixed Deposit Accounts		
HDFC Bank	0.14	26.68
Citi Bank	1.52	0.80
Kotak Mahindra Bank	0.01	-
Ing Vysya	5.00	-
Bank of India	2.31	26.06
State Bank of Travancore	5.00	6.00
Bandhan Bank	8.64	-
IDFC BANK LTD	0.95	-
Corporation Bank	-	20.51
Punjab National Bank	-	13.64
CIMB Bank	8.16	-
Total Balances in Fixed Deposit Accounts	31.73	93.69
Total Bank Balance & Fixed Deposits	59.89	112.71

Our net cash flow from operating activities before working capital changes is ₹ 53.49 crore for the financial year against ₹ 35.54 crore in the previous year. After considering working capital changes, operating cash flow is ₹ 95.10 crore against ₹ 32.51 crore.

Operating cash flow is today considered a better measure of operations of the Company than the net profits as it measures the cash generated by the operations and there is a decline this year with lower operating profitability.

To summarise the Company's liquidity position, given below are few ratios based on consolidated figures:

As at March 31,	2017	2016
Operating cash flow as % of revenue	25.54%	9.32%
Days of sale receivable	67	101
Cash and Equivalents as % of assets	56.46%	51.98%
Cash and Equivalents as % of revenue	78.79%	68.10%
Current investments as % of assets	44.93%	27.31%
Current investments as % of revenue	62.71%	35.78%

Management's Discussion and Analysis

Trade Receivables

Our trade receivables (net of provision) as on March 31, 2017 are ₹ 67.92 crore (including ₹ 6.80 crore of long term trade receivables), against ₹ 96.11 crore (including ₹ 10.16 crore of long term trade receivables) as on March 31, 2016.

The age profile of the debtors (net of provision) is given below:

(₹ in crore)		
As at March 31,	2017	2016
Less than three months	77.59%	80.66%
Between 3 and 6 months	6.31%	17.12%
More than 6 months	16.10%	2.22%

The Company has a policy of providing for all debtors outstanding for a period of 365 days or more. However on individual case to case basis, exception to the above policy can be made based on the Management's perception of risk of collection.

Loans and Advances

Loans and Advances have been classified into long-term and short-term based on their period of realization.

(₹ in crore)		
As at March 31,	2017	2016
Long term Loans and advances		
Capital advances	0.09	0.06
Security deposits	3.20	3.25
Advance income tax	10.01	9.61
Prepaid expenses	0.01	0.20
MAT credit entitlement	4.83	6.29
Loans & advances to employees	0.54	0.23
Total	18.68	19.64
Short term Loans and advances		
Security deposits	0.02	0.10
Prepaid expenses	3.05	3.81
MAT credit entitlement	0.84	0.56
Loans & advances to employees	1.02	1.42
Supplier advances	2.45	2.61
Mark-to-market gain on forward contracts	1.56	0.09
Service tax credit receivable	0.71	1.65
Others	0.42	4.56
Total	10.07	14.80
Total Loans and Advances	28.75	34.44

Security Deposits, utilized primarily for hiring of office premises and staff accommodation, amounts to ₹ 3.22 crore as on March 31, 2017 against ₹ 3.35 crore as on March 31, 2016. MAT credits are ₹ 5.67 crore as on March 31, 2017 against ₹ 6.85 crore as on March 31, 2016.

Current Liabilities

Current liabilities represent trade payables, short-term provisions and other current liabilities. As on March 31, 2017 the Current liabilities are ₹ 124.02 crore against ₹ 116.60 crore as on March 31, 2016.

(₹ in crore)		
As at March 31,	2017	2016
Short-term borrowings	-	1.29
Trade Payables	35.24	27.73
Other current liabilities		
Advances from customers/Advance Billing	34.29	36.42

As at March 31,	2017	2016
Deferred Revenue	42.73	38.16
Unclaimed dividend	0.29	0.44
Book Overdraft	0.03	-
Payable for purchase of fixed assets	0.14	0.13
Statutory dues	5.97	5.60
Payable to gratuity trust	2.30	1.14
Others	-	0.05
Short term provisions		
Leave encashment	1.72	2.68
Gratuity	0.03	-
Income tax	1.28	2.96
Total	124.02	116.60

Trade payables represent the amount payable for providing goods and services and are ₹ 35.24 crore as on March 31, 2017 against ₹ 27.73 crore as on March 31, 2016. Advances from customers as on March 31, 2017 are ₹ 34.29 crore against ₹ 36.42 crore as on March 31, 2016. These consist of advance payments received from customers, for which related costs have not been yet incurred or product license delivery is a later date. Deferred revenue represents the advance invoicing for annual maintenance charges for which services are to be rendered in the future. As of March 31, 2017 it is ₹ 42.73 crore against ₹ 38.16 crore as on March 31, 2016. Statutory dues are the amounts accrued for taxes deducted at source by the Company, staff provident fund, employee state insurance liabilities, sales tax, etc. As on March 31, 2017 it is ₹ 5.97 crore against ₹ 5.60 crore as on March 31, 2016. Short term provisions for leave encashment and gratuity are those for which liability is expected to arise in near future. A sum total of all these short-term provisions as on March 31, 2017 are ₹ 3.03 crore against ₹ 5.64 crore as on March 31, 2016.

The Company has made contributions to Nucleus Software Employees Group Gratuity Assurance Trust, which has made further contributions to Employees Group Gratuity Scheme of Life Insurance Corporation of India.

Non-Current Liabilities

Non-Current Liabilities as on March 31, 2017 were ₹ 6.58 crore against ₹ 7.40 crore as on March 31, 2016. The break-up of non-current liabilities at the year-end is given below:

(₹ in crore)		
As at March 31,	2017	2016
Deferred Tax liability	0.15	0.08
Other Long term liabilities	0.54	3.20
Long-term Provisions		
Gratuity	0.09	-
Leave encashment	5.80	4.12
Total	6.58	7.40

A liability or provision is recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provision for Leave encashment represents provisions made by the Company based on actuarial valuation.

Risk Management Report

Risk may be defined as the possibility to suffer damage or loss, characterized by three factors:

1. The Probability or likelihood that loss or damage will occur.
2. The Expected time of occurrence.
3. Magnitude of the negative impact that can result from its occurrence.

Focus of risk management is to enhance value of business and assets of the Company, by identifying, analyzing, evaluating and mitigating all known forms of risks. In order to achieve this objective, policies and relevant internal controls are developed as an on-going process to ensure proper management of the Company's resources and appropriate mitigation of risks.

We seek to achieve an appropriate balance between risk and reward in our business, and continue to build and enhance the risk management capabilities that assist in delivering our growth plans in a controlled environment.

Risk Management Structure at Nucleus

At Nucleus, Risk Management is a disciplined way to deal with business uncertainty and the associated risk and opportunity.

This objective of this Risk Management at Nucleus is to:

- Enable the Company to manage unexpected outcomes and reduce impact of risk events when they occur.
- Empower the Management to take informed decisions, under guidance of Board of Directors of the Company, that maximize value, reduce costs and balance risk with returns.
- Ultimately promote confidence amongst the Company's stakeholders in the effectiveness of business management process of the Company and the ability to plan and meet strategic objectives.

Risk management in the Company is conducted across the organisation at various levels. The key components of Risk management structure are as follows:

At a strategic level, our risk management practices are:



- **Risk Identification** – Risk Management Committee (RMC) is responsible for identification and review of risks and mitigation plans. The Committee meets on a quarterly basis for identification and prioritization of risks. RMC conducts risk survey with the senior and middle level management of the Company to identify risks and rate them appropriately. Top risks are identified and remaining are categorized as other risks. The RMC then places updates to the Board on a quarterly basis, on key risks facing the Company, along with their mitigation plans.
- **Risk measurement, mitigation and monitoring** - At the end of every

quarter, the Risk Management Committee invites status update of the mitigation plans of the top identified risks and if any changes have occurred in the nature of risks during the quarter. Basis the same, an analysis of exposure and potential impact are carried out. Mitigation plans are finalized, owners are identified and progress of mitigation actions are monitored and reviewed. Each top risk is mapped as per a Risk Criticality Matrix.

- **Risk Reporting** – Basis the above, a Risk update is prepared every quarter and provided to the Audit Committee and the Board. Entity level risks such as project risks, account level risks are reported to and discussed at appropriate levels of the organization.
- **Integration with strategy and business planning** - Identified risks are used as key inputs for the development of strategy and business plan.

Risks and Concerns

The Company's business operations are subject to various risks particular to the industry and certain generic risks including those described below, that could have an adverse impact on business.

Product Obsolescence may affect our business potential. The IT sector is characterized by technological changes at a rapid rate, evolution of existing products and introduction of new product. Latest technology trends are to be closely monitored to provide products in compliance with industry standards. As a Product Company, growth of the Company is based on the ability to offer products on latest technology trends and evolving industry standards. If we are unable to do so, then the performance of the products as well as the technologies and functionalities provided, could lead to product obsolescence and impact the competitive position of the Company. Our future success will depend on our ability to absorb new technology trends and develop solutions that will keep pace with changes in the markets in which we provide services. Despite our constant efforts, we cannot be sure that we will be successful in developing new products with evolving technologies in a timely or cost-effective manner and along with this the success of developed products also cannot be guaranteed.

Our new Product Strategy is based on rapid continuous evolution of the Products. Any delay or scope reduction can impact Sales and meeting customer commitments. To mitigate this risk, continuous investments are being made in conducting research and development to enhance product technology and features and develop new products. Technology and functionality road map for products is prepared and reviewed by the senior management and implemented. Accordingly, we have planned new releases in a year for each of the Products and are focusing on maximizing engineering capacity to it. Overload of Asks on the Roadmap from customers, prospects in the pipeline and tactical demands may lead to wrong prioritization and inefficiencies. This can further lead to the Roadmap becoming overloaded and stressed and we may see delays in the releases as an outcome of this.

Further high-level interaction with top class academic institutes is also being set up, to keep abreast with latest changes. We have made and expect to continue to make significant investments in research and development and related product opportunities. During the year, your company launched Collections module as part of FinnOne Neo Lending Suite. Your Company also launched FinnAxia 4.0, the latest version of its next-generation integrated transaction banking product suite. Your Company during the year also made PaySe world's first offline digital cash available in 3 new form factors: smart watch, band and micro SD. With this, we can now cater to consumers more effectively.

Our business depends on our ability to attract and retain talent. Product centric model of the Company especially demands retention of key talent; people with domain knowledge and technical skills. High Attrition which can happen due to many factors including compensation expectations, work and empowerment processes, leadership etc., can adversely impact product development cycles and ultimately, revenue and profitability. To mitigate this risk, we have a well-equipped internal HR team. Your Company has also outsourced recruitment of engineering team to an RPO company which along with the HR team helps in recruitment of the best talent in the Industry at a much faster rate. We have taken many initiatives in the last year to retain the best talent. We continuously review and improvise them for still better retention. We give exposure to talented people to work with our

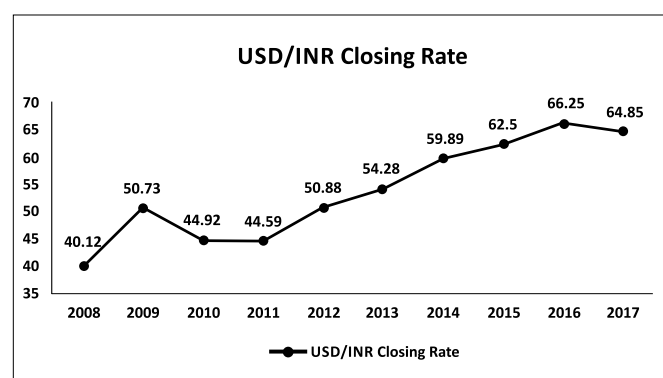
Risk Management Report

customers in different geographies and understand customer expectations in times to come. These expectations are then build in the product to make it future ready. We also lay focus on learning and development, identifying achievers and rewarding them. Succession planning for key positions like that of CEO, Senior Management (i.e. one level below the CEO position) and Heads of Departments is also a critical aspect of risk management and the Management is working on formulating the same as part of global readiness for the Company as a global employer.

Our organization structure, processes and business models may not be scalable. The structures and processes of the Company business operations may not have adequate potential to grow the revenue base significantly faster than the cost base; and hence may not be adequate for growth. Business models; how we sell, how we license, how we support, product development and life cycle management, go to market strategy, may also not be suitable for significant year on year growth. The Management is working towards mitigating this risk by instilling measures to develop and refresh leadership skills and competencies in employees, Retain best suited talent, Automate processes including installing enterprise software systems and Innovating business models.

Company is constantly exposed to the risk of volatility in foreign exchange rates. Trump administration's early policy setbacks account for some of the USD's underwhelming performance in recent times. Geopolitical concerns (Asia) and political developments (Europe) have also undercut the USD more recently. EUR has entered May at the upper end with recent gains driven by market participants' assessment of shifting political risk in France following the first round of the presidential election. The yen has also traded pretty strong against the dollar for the past few trading sessions, mainly on account of safe haven buying. Foreign exchange currency markets are volatile, and such fluctuations in foreign currency exchange rates could materially and adversely affect the Company's profit margins and results of operations. We conduct major portion of our business transactions in currencies other than the Indian Rupee. More than seventy percent of our revenue is denominated in foreign currency, predominantly the US Dollar. Seventy percent of our expenses are in the Indian Rupee and therefore the Company is exposed to continuing risk of foreign exchange fluctuation.

The exchange rate of the Rupee has been extremely volatile in the last ten years as evidenced by the succeeding graph.



Source: Mecklai Financial

The volatility in the foreign currency markets may make it difficult to hedge our foreign currency exposures effectively. Inadequacies in the hedging mechanisms to deal with exchange rate fluctuation could expose the Company to even larger losses than envisaged due to exchange rate fluctuations. To mitigate this risk, the Company follows a well-defined policy of hedging close to receivables through Forward Contracts which are designated as Highly Probable forecast transactions. The Company has a conservative approach and does not speculate in foreign currency markets. Forwards are held to maturity and regular reporting and monitoring systems are in place including quarterly updates to the Audit Committee. Clear guidelines for concluding derivative transactions have been laid down and arrangements have been institutionalized to facilitate periodic review and audit of the operation, impact and consequences of such transactions, including verifying compliance with extant laws and regulations.

The hedging strategies that we have implemented, or may in the future implement, to mitigate foreign currency exchange rate risks, may not reduce or completely offset our exposure to foreign exchange rate fluctuations. This may additionally also expose our business to unexpected market, operational and counterparty credit risks. We may incur losses from our use of derivative financial instruments that could have a material adverse effect on our business, results of operations and financial condition. At the year end, the Company had US\$ 4.75 million of hedges compared to US\$ 6.47 million at the beginning of the year.

Further, the policies of the Reserve Bank of India may change from time to time, also have a bearing on our operations and hence the revenues. Full or increased capital account convertibility, if introduced, could result in increased volatility in the fluctuations of exchange rates between the rupee and foreign currencies.

The following table gives details in respect of the outstanding foreign exchange forward and option contracts:

	As of March 31,	
	2017	2016
Aggregate amount of outstanding forward and options contracts	\$ 4.75 million	\$ 6.47 million
Gain/(loss) on outstanding forward and options contracts reflected in the Hedging Reserve in the Balance Sheet	Rs. 1.56 crore	Rs. 0.33 crore

Legal Compliances world-wide expose us to additional risks. The Company is an incorporated legal entity and is impacted by changes in various laws, rules and regulations like Companies Act, Accounting Standards, Labour laws, SEBI Regulations, etc. Further the Company is incorporated in India, and has subsidiaries overseas in Japan, Netherlands, Singapore, USA, Australia and South Africa; which caters to customers operating in various countries and a significant part of the revenue is derived from international sales. Nucleus operations world-wide may be affected by changes in political scenario, trade protection laws, policies and measures, and other regulatory requirements affecting trade and investment. This risk could typically result in penalties, financial loss, and loss of reputation and are assessed on dimensions such as process effectiveness, compliance with policies and procedures and underlying controls. In order to mitigate these risks, various departments within the Company; taking care of compliances of applicable laws/rules etc., are manned by qualified personnel. A proactive team of legal experts is also positioned at the head-office of the Company. Expert external advice/opinion, is also taken, as per requirement, for ensuring compliance.

Delays in project executions may adversely affect our implementations and revenues. The Company faces risks associated with the execution of any project. Ability to deliver large projects with quality and within agreed timeliness is also a risk. The delivery model requires great skills in seamlessly integrating delivery, ensuring smooth communications between the customer, onsite teams as well as offsite teams. Any apprehensions of the customer have to be handled very carefully. There is also a risk of order cancellation, loss of market goodwill, financial liability and losses due to overruns on projects

From a project governance perspective, this risk can be accurately monitored by having a good project plan with well-defined work breakdown structure that will provide visibility into key activities associated with essential project deliverables. To mitigate this risk, we work on the basis of a well thought plan:

- continuous monitoring of Projects
- quality control
- effective requirement mapping and sign off by customers
- Induction of capable talent and their continuous knowledge upgrade through trainings etc.
- Focus on IPCM (Integrated Product Lifecycle Management)

We face strong competition across all markets for our products and services. The markets that we cater to, is highly competitive both from the perspective of new and existing competitors. We also expect that the markets in which we compete will continue to attract new well-funded

Risk Management Report

competitors and new technologies, including technology companies, start-ups and international providers of similar products and services to ours. Our competitors range in size from Fortune 500 companies to small, specialized single-product businesses. In addition, we also compete with numerous small indigenous companies in various geographic markets. Many of the areas in which we compete evolve rapidly with changing and disruptive technologies. Although we believe our product robustness is our competitive advantage, our competitors may be more effective in devoting technical, marketing, and financial resources to compete with us. In addition, competitors offer a full suite of services and tend to focus on providing end to end solutions. Also due to slowing growth and depleting margins, traditional service providers are now focusing more on developing their product business which is further increasing the competitive intensity in the market.

These competitive pressures may result in decreased sales volumes, price reductions, and/or increased operating costs, such as for marketing and sales incentives, resulting in lower revenue, gross margins, and operating income. As we continue to create additional functionality and products, we compete with additional vendors.

We compete based on our ability to offer to our customers' competitive integrated solutions that provide the most current and desired product and services features.

A broad referral base created through years, also helps us derive an edge over competition.

The Company lays constant focus on product differentiation as well as product diversification to mitigate this risk.

The Company is also continually investing in marketing mandated with the below objectives:

- Ensure that the Company is known to provide high quality, innovative lending and transaction banking solutions to the target markets.
- Establish company as Industry Thought Leader
- Fully equip the sales team with the material and tools required to sell the product or service they represent.

Non-utilization of Surplus Funds may affect growth. Over the years, internal cash accruals more than adequately covered the working capital requirements, capital expenditure and dividend payments. The Company has been consistently following a conservative investment policy maintaining a reasonably high level of cash and cash equivalents which enable the Company to not only eliminate short and medium term liquidity risks but also scale up operations at a short notice. Non-optimal utilization of the surplus funds may pose a risk. For ensuring continuity of business operations and to have liquidity in business, a mix of investments with some low earning assets has also to be maintained by the Company. Inadequate management of the investment mix of the Company could lead to either Shareholder Value destruction or a high exposure to the risk of liquidity crunch. Your Company has recommended a dividend for the 17th consecutive year. The Board of Directors during current year proposed a Buyback of up to an aggregate amount not exceeding Rs. 117.79 crore (representing 25% of the paid up share capital and free reserves as on March 31, 2017) ("Maximum Offer Size") at a price not exceeding Rs. 350/- per equity share ("Maximum Buyback Price"). The current Buyback is a capital allocation decision taken with the objective of using some of the cash reserves, seeking a fairer valuation of the Company's stock, improving the Company's Return on Equity and increasing shareholder value in the longer term. The management is always scouting for relevant and meaningful investment options for in-organic growth.

We may not be able to adequately protect our Intellectual Property (IP) rights. Your Company has an IP led business model and globally licenses IP in the form of products for the Banking and Financial Services Industry. Protecting our global intellectual property rights and combating unlicensed copying and use of software and other intellectual property is challenging. Reductions in the legal protection for software intellectual property rights could adversely affect revenue. Any inaction to prevent violation or misuse of intellectual property could cause significant damage to our reputation and adversely affect our results of operations. We may at times be unable to protect our source code from copying if there is an unauthorized disclosure of source code; critical to our business. This could make it easier for third

parties to compete with our products by copying functionality, which would also affect us unfavorably.

We continue to make significant expenditure related to the use of technology and intellectual property rights as part of our strategy to manage this risk. Our security architecture is in line with client processes and has been tailor-made specifically towards our business compliance requirements. The Company has system and processes in place to ensure protection to the intellectual property rights. As a policy, the Company develops own IP at its own cost using own resources and is actively engaged in seeking maximum legal protection for the Intellectual Property through a combination of trademarks, confidentiality procedures and contractual provisions.

Increased exposure with specific customers may impact our profitability.

This may result in an increase in the credit risk and make us highly vulnerable for customers negotiating positions at the time of contract renewal or work distribution among multiple vendors. The group's profitability and revenues would be affected in case of loss of business with these major customers, significant downsizing of projects or moving work-in-house by them. Our top five and top ten customers generated approximately 43 % and 58 %, respectively, of our revenues for FY 17. The loss of any of our large customers could have a material adverse effect on our business and profitability. At the same time, large customers help us scale up revenues quickly and repeat-business contributes to higher margins through lower marketing costs. We being in the product space, enjoy enduring long-term relationships with large customers. These advantages and risks have to be balanced and we believe the solution is to increase the number of large customers, as business with existing customers is the backbone of our platform for providing complete product and services solutions.

We aim to build long term strategic relationships with Customers in order to maximize the value provided to both parties. Through strong relationships, we are able to further develop products according to industry needs and requirements.

Our inability to maintain and devise effective internal control methods may affect us adversely.

Until recently, many organizations were overly focused on a financial reporting controls-based monitoring framework. But the global financial crisis highlighted that many of the most impactful risks stem from external circumstances. Moving forward, risk management and control systems should take a wider perspective since organizations exist as part of an open system of dynamic variables. While we may introduce the best of processes to check and prevent error, inherent limitations like that of human error etc. cannot be ruled out and hence internal control might not prevent or detect all misstatements or fraud. The Company has an Internal Control System commensurate with the size, scale and complexity of operations. This has been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies. The management assessed the effectiveness of the Company's internal control over financial reporting (as defined in Clause 17 of SEBI Regulations 2015) as of March 31, 2017.

BSR Associates and LLP, the statutory auditors of the Company has audited the financial statements included in this annual report and has issued an attestation report on our internal control over financial reporting (as defined in section 143 of Companies Act 2013).

Our prime focus on providing products and services only in the BFS domain to Banks and Financial Institutions exposes us to the risk of Industry concentration.

For the foreseeable future, we expect to continue to derive our revenues from products and services we provide to the financial services industry. Given this concentration, we are exposed to the global economic conditions in the financial services industry. A slowdown in economy translates to reduction or a delay in technology spending decisions by banking & financial services firms, which could have adverse effect on our business and financial conditions. The BFSI industry segment is witnessing an increased spend on strategic initiatives like automation, digitisation and simplification. Digitisation is now the default strategy for banks. The digital revolution is redrawing the boundaries of financial services and lowering entry barriers encouraging challengers to emerge. While acknowledging this risk, we continue to focus on this sector and are confident that our

Risk Management Report

“Value” based solutions will find greater market success. Our focus now is on improving efficiency by maintaining the existing operations at a lower cost. The present situation emphasizes the need for a strong risk management strategy to sense and avert systemic failures.

We launched the Collections module as part of FinnOne Neo Lending Suite. Collection module is aimed at automating the collection operation in the Financial Institution, increase collection efficiency and thereby reduce delinquency.

We also launched FinnAxia 4.0, the latest version of its next-generation integrated transaction banking product suite. The new product suite includes extended compliance to global and regional regulations; increased flexibility for corporate treasurer for greater control, visibility, management of liquidity and enhanced capabilities to digitize the financial value chain of supplier's-buyer's-dealer's thereby creating a business network for collaborative commerce leading to working capital optimization.

During the year, PaySe™, the world's first offline digital cash solution which was launched in previous year FY15-16, was made available in 3 new form factors: smart watch, band and micro SD. With this, we can now cater to consumers more effectively.

Security vulnerabilities and business continuity risk pose a threat to successfully running our operations. We have in place a Business Continuity Plan (BCP) to ensure the maintenance or recovery of operations, including service delivery to the consumers. Adverse events such as a disruption or failure of our systems or operations in the event of a major earthquake, weather event, cyber-attack, terrorist attack, or other catastrophic event could cause delays in completing sales, providing services, or performing other mission-critical functions. A significant portion of our research and development activities, and certain other critical business operations are located in Noida, India (our corporate headquarters) which is adjacent to the national capital of India, Delhi. Here it may be worthwhile to mention that, according to a seismic zoning map issued by the Bureau of Indian Standards and quoted in the National Disaster Management (NDM) report, Delhi belongs to Zone IV, a severe intensity seismic zone. Any catastrophic event that results in the destruction or disruption of any of our critical business or information technology systems could harm our ability to conduct normal business operations.

To counter this risk, we have setup an Online disaster recovery site to replicate our IPR (Source code) in different seismic zone and backup copy on tape. In addition to this we are also having Disaster Recovery setup for few customers in different seismic zone who has agreement with Nucleus for business continuity and uninterrupted support. Though this facility is not in place for all the customers. The Company is continuously investing in security of its operations & processes and evaluating the risks on periodic basis. We are an ISO 27001: 2013 (ISMS) certified organization, which reflects our attitude to increase adherence to secure practices. On the security front, strict procedures are in place to control the level of access to Datacenters and other sensitive areas. Access to the premises is controlled through Biometric access control systems and proximity cards. The Company has invested significantly in a state of the art network infrastructure for managing its operations and for establishing high-speed redundant links to overseas destinations. Additionally, the Internet filtering tools prevent any type of non-business usage over Internet within office and outside office. We have implemented Data loss prevention on mail gateway and laptops to safe guard the company IPR.

Adverse geo-political and market conditions may harm our business. Our business is influenced by a range of factors that are beyond our control. These include:

- General economic and business conditions;
- The overall demand for enterprise software;
- Customer budgetary constraints or shifts in spending priorities; and
- General political developments

The banking software industry is highly competitive and continues to evolve and innovate at a rapid rate. The rate of potential product obsolescence and

level of competition amongst the providers is significant. We respond to these economic conditions through our commitment to product innovation and new product strategies.

Your company has customers located in more than 50 countries and nearly 70% of the revenue comes from international sales. The global nature of business creates operational and economic risks such as deterioration of social, political or economic condition in a country or region and difficulties in staffing and managing foreign operations.

Adverse geo-political and economic conditions leading to negative /low GDP growth may cause lower IT spending and adversely affect our revenue. Customers may curtail and /or postpone their budgets for investments in technology. Challenging economic conditions also may impair the ability of our customers to pay for products and services they have purchased. As a result, provision for doubtful accounts and write-offs of accounts receivable may increase. Our global exposure enables us to leverage growth from both Developed and emerging economies and focusing on value based solutions which enable our customers to significantly reduce cost in a difficult environment.

Risks Associated with Acquisitions and New Product Lines and Markets. The transactions and arrangements such as acquisitions, development and launch of new product categories and product lines, involve significant challenges and risks including that they do not advance our business strategy, that projected or satisfactory level of sales, profits and/or return on investment for a new business will not be generated, that we have difficulty, delays and/or unanticipated costs in integrating the business, operations, personnel, and/or systems of an acquired business or that they distract management from our other businesses, the Company's ability to retain and appropriately motivate key personnel of an acquired business. The success of these transactions and arrangements will depend in part on our ability to leverage them to enhance our existing products and services or develop compelling new ones. It may take longer than expected to realize the full benefits from these transactions and arrangements, such as increased revenue, enhanced efficiencies, or increased market share, or the benefits may ultimately be smaller than we expected.

There is always an inherent risk of Insider Trading that may happen in the shares of your public limited Company. With your Company shares listed on National Stock Exchange of India Ltd. and BSE Ltd., there is always an inherent risk of Insider Trading that may happen in the shares of the Company. Trading in Nucleus shares by the designated employees of the Company on the basis of price sensitive information or communication counseling or procuring any unpublished price sensitive information to or from any person may be termed as insider trading. Insider trading is a matter of concern for the Management of the Company and to mitigate this risk, Code for Prevention of Insider trading is implemented in the Company, and is reviewed by the Audit Committee time and again to ensure compliance and updation with the regulatory amendments. Secretarial audit includes a review of policies and processed governing any trading in the Company's shares by various stakeholders.

We have partnerships with third parties for product delivery; failure on their part to deliver, could affect our performance. In some cases, we partner with third party vendors, for both software and hardware, who provide embedded or aligned products to support the services and product offerings provided by us. In such instances, our ability to deliver complete solution to our customers depends on our and our partners' ability to meet the quality standards of our customers'. If we or our partners fail to deliver appropriately, our ability to complete the contract may be adversely affected, which may have a material and adverse impact on our revenue and profitability. Also, if we fail to develop new relationships and enhance existing relationships with channel partners, software suppliers, system integrators, and independent software vendors (ISVs) that contribute to the success of our products and services, our business, financial position, profit, and cash flows may be adversely impacted. To counter this risk the Company has a dedicated Alliance Management Team to enhance the partnership with reputed firms and ensure proper contractual formalities before aligning with any such partner to reduce or limit the risk of their non/low performance.

AUDITORS' REPORT

For the Consolidated Financial Statements for the year ended March 31, 2017

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF NUCLEUS SOFTWARE EXPORTS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Nucleus Software Exports Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Company" or "the Group") comprising the Consolidated Balance Sheet as at 31 March, 2017, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid. These consolidated financial statements have been prepared on the basis of separate financial statements and other financial information regarding subsidiaries.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material

misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2017, their consolidated statement of profit and loss and their consolidated cash flows for the year ended on that date.

Other Matters

- (a) The financial statements and other financial information of the subsidiaries incorporated outside India, as drawn up in accordance with the generally accepted accounting principles of the respective countries ("the local GAAP"), have been audited by other auditors duly qualified to act as auditors in those countries. These subsidiaries account for 4.82% of the total assets as at 31 March 2017 and 18.66% of the total revenues for the year ended 31 March 2017 of the Group. For the purpose of preparation of the consolidated financial statements, the aforesaid local GAAP financial statements, have been restated by the management of the said entities so that these conform to the generally accepted accounting principles in India. This has been done on the basis of financial statements prepared by the Company which covers accounting and disclosure requirements applicable to consolidated financial statements under the generally accepted accounting principles in India. The financial statements made for this purpose have been audited by the other auditors and reports of those other auditors have been furnished to us. Our opinion on the consolidated financial statements, insofar as it relates to these entities, is based on the aforesaid audit reports of those other auditors.
- (b) The consolidated financial statements of the Group for the year ended 31 March 2016 were audited by another auditor who expressed an unmodified opinion on those statements on 04 May 2016.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

- (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) on the basis of the written representations received from the directors of the Holding Company as on 31 March 2017 taken on record by the Board of Directors of the Holding Company and its subsidiary Companies incorporated in India, none of the directors of the Group Companies incorporated in India is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary Companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group— Refer Note 2.26 to the consolidated financial statements;
 - ii. the Group did not have any material foreseeable losses on long-term contracts including derivative contracts;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India; and
 - iv. the Holding Company and its subsidiary Companies incorporated in India has provided requisite disclosures in the consolidated financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 08 November 2016 to 30 December 2016. Based on the audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the management- Refer Note 2.39 to the financial statements.

For B S R & Associates LLP

Chartered Accountants

Firm Registration No.: 116231W/W-100024

Sd/-

Rakesh Dewan

Partner

Membership No.: 092212

Place: New Delhi
Date: 25 April 2017

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF NUCLEUS SOFTWARE EXPORTS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of Nucleus Software Exports Limited ("the Holding Company") and its subsidiaries, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its Subsidiary Companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting, issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of

internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiaries, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For B S R & Associates LLP
Chartered Accountants

Firm Registration No.: 116231W/W-100024

Sd/-
Rakesh Dewan
Partner

Membership No.: 092212

Place: New Delhi
Date: 25 April 2017

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH, 2017

		(Amount in ₹)	
	Notes Ref.	As at 31 March, 2017	As at 31 March, 2016
EQUITY AND LIABILITIES			
1. SHAREHOLDERS' FUNDS			
a. Share capital	2.1	323,852,240	323,852,240
b. Reserves and surplus	2.2	4,872,846,677	4,245,074,298
		5,196,698,917	4,568,926,538
2. NON-CURRENT LIABILITIES			
a. Deferred tax liabilities	2.3	1,535,298	782,217
b. Other long term liabilities	2.4	5,418,037	31,993,885
c. Long-term provisions	2.5	58,885,055	41,206,256
		65,838,390	73,982,358
3. CURRENT LIABILITIES			
a. Short-term borrowings	2.6	—	12,901,288
b. Trade payables	2.7		
i) Total outstanding dues of micro enterprises and small enterprises		—	—
ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		352,455,639	277,269,586
c. Other current liabilities	2.8	857,463,811	819,414,460
d. Short-term provisions	2.9	30,296,917	56,392,916
		1,240,216,367	1,165,978,250
		6,502,753,674	5,808,887,146
ASSETS			
1. NON-CURRENT ASSETS			
a. Fixed assets			
- Tangible assets	2.10	429,336,147	465,340,822
- Intangible assets	2.10	18,591,495	47,763,920
- Capital work in progress		3,190,290	11,004,412
		451,117,932	524,109,154
b. Goodwill on consolidation	2.37	31,704,781	31,704,781
c. Non-current investments	2.11	1,865,610,522	1,198,987,000
d. Deferred tax assets (net)	2.12	71,777,972	22,105,925
e. Long-term loans and advances	2.13	186,802,814	196,413,808
f. Other non-current assets	2.14	98,711,494	226,361,159
		2,705,725,515	2,199,681,827
2. CURRENT ASSETS			
a. Current investments	2.15	2,335,060,254	1,247,653,340
b. Trade receivables	2.16	611,204,134	859,501,333
c. Cash and cash equivalents	2.17	598,927,689	1,127,139,608
d. Short-term loans and advances	2.18	100,685,738	147,987,653
e. Other current assets	2.19	151,150,344	226,923,385
		3,797,028,159	3,609,205,319
		6,502,753,674	5,808,887,146

See accompanying notes forming part of the consolidated financial statements 1 & 2

In terms of our report attached

For **For B S R & ASSOCIATES LLP**

Chartered Accountants

Firm Registration Number : 116231W/W-100024

Sd/-

RAKESH DEWAN

Partner

Membership number : 092212

Place : New Delhi

Date : 25 April, 2017

For and on behalf of the Board of Directors

NUCLEUS SOFTWARE EXPORTS LIMITED

Sd/-

JANKI BALLABH

Chairman

Sd/-

ASHISH NANDA

Chief Financial Officer

Sd/-

VISHNU R DUSAD

Managing Director &
Chief Executive Officer

Sd/-

POONAM BHASIN

AVP (Secretarial) &
Company Secretary

Place : New Delhi

Date : 25 April, 2017

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2017

(Amount in ₹)

	Notes Ref.	For the year ended	
		31 March, 2017	31 March, 2016
1. REVENUE FROM OPERATIONS			
Income from software products and services	2.20	3,723,923,546	3,487,018,796
2. OTHER INCOME	2.21	298,501,833	259,068,787
3. TOTAL REVENUE (1+2)		4,022,425,379	3,746,087,583
4. EXPENSES			
a. Employee benefits expense	2.22	2,452,589,038	2,268,382,001
b. Operating and other expenses	2.23	748,318,208	910,536,698
c. Finance cost	2.24	5,442,884	6,165,937
d. Depreciation and amortisation expense	2.10	112,105,216	122,247,095
TOTAL EXPENSES		3,318,455,346	3,307,331,731
5. PROFIT BEFORE TAX (3-4)		703,970,033	438,755,852
6. TAX EXPENSE			
a. Current tax expense		128,047,736	108,912,394
b. MAT credit entitlement		(733,334)	(27,197,215)
c. Net Tax expense / (credit) relating to prior years		(4,282,331)	5,541,472
d. Withholding taxes charged off		2,946,830	34,699,324
Net current tax expense		125,978,901	121,955,975
e. Deferred tax (credit) /charge	2.3 & 2.12	(48,950,636)	(7,853,282)
NET TAX EXPENSE		77,028,265	114,102,693
7. PROFIT AFTER TAX FOR THE YEAR (5-6)		626,941,768	324,653,159
8. EARNINGS PER EQUITY SHARE	2.28		
Equity shares of ₹ 10 each			
a. Basic		19.36	10.03
b. Diluted		19.36	10.03
Number of shares used in computing earnings per share			
a. Basic		32,383,724	32,383,724
b. Diluted		32,383,724	32,383,724
See accompanying notes forming part of the consolidated financial statements	1 & 2		

In terms of our report attached
For **For B S R & ASSOCIATES LLP**
Chartered Accountants
Firm Registration Number : 116231W/W-100024

Sd/-
RAKESH DEWAN
Partner
Membership number : 092212

Place : New Delhi
Date : 25 April, 2017

For and on behalf of the Board of Directors
NUCLEUS SOFTWARE EXPORTS LIMITED

Sd/- JANKI BALLABH Chairman	Sd/- VISHNU R DUSAD Managing Director & Chief Executive Officer
Sd/- ASHISH NANDA Chief Financial Officer	Sd/- POONAM BHASIN AVP (Secretarial) & Company Secretary

Place : New Delhi
Date : 25 April, 2017

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2017

(Amount in ₹)			
	Notes Ref.	For the year ended	
		31 March, 2017	31 March, 2016
A. Cash flow from operating activities			
Net profit before tax		703,970,033	438,755,852
Adjustment for:			
Depreciation and amortisation expense		112,105,216	122,247,095
Exchange gain / loss on translation of foreign currency accounts (net)		(4,235,876)	17,273,745
Dividend received from current, non trade investments		(92,470,637)	(49,074,890)
Dividend received from non-current, non trade investment		(28,443,005)	(8,248,240)
Interest on fixed deposits and others		(132,033,567)	(164,407,834)
Net gain on sale of investments		(16,938,860)	(3,006,381)
Adjustment to the carrying amount of investments		3,807,108	599,615
Profit on sale of fixed assets (net)		(3,761,484)	—
Interest on short term borrowings		84,325	24,033
Provisions written back		(7,219,175)	(15,618,758)
Provision for doubtful debts / advances		—	16,893,484
Operating profit before working capital changes		534,864,077	355,437,721
Adjustment for (increase) / decrease in operating assets			
Trade receivable		245,020,252	(39,097,851)
Short-term loans and advances		62,493,069	(7,798,247)
Long-term loans and advances		(780,147)	(472,937)
Other current assets		39,889,758	70,807,820
Other non-current assets		127,649,665	(214,155,494)
Adjustment for increase / (decrease) in operating liabilities			
Trade payables and other liabilities		74,565,602	20,065,372
Other current liabilities		20,502,914	202,949,813
Other Long term liabilities		(26,575,848)	31,993,885
Short-term provisions		(9,325,819)	13,418,291
Long-term provisions		<u>17,678,799</u>	<u>(6,218,682)</u>
		1,085,982,322	426,929,690
Net Income taxes paid		<u>(134,984,377)</u>	<u>(101,819,056)</u>
Net cash from / (used in) operating activities (A)		950,997,945	325,110,634
B. Cash flow from investing activities			
Purchase of fixed assets/capital work in progress		(40,703,467)	(59,759,234)
Proceeds from sale of fixed assets		5,199,975	1,426,625
Cash outflow on acquisition of subsidiary		—	(19,200,720)
Purchase of current investments		(3,391,434,348)	(4,164,234,943)
Sale of current investments		2,490,214,924	3,756,178,935
Purchase of long term investments in bonds & mutual funds		(839,679,259)	(340,214,000)
Bank balance not considered as cash and cash equivalents - placed		(95,900,649)	(178,671,014)
Bank balance not considered as cash and cash equivalents - matured		782,679,710	900,968,554
Interest on fixed deposits and others (net)		195,631,989	112,156,435
Dividend received from non trade investments		92,470,637	49,074,890
Dividend on long term trade investment		<u>28,443,005</u>	<u>8,248,240</u>
Net cash from / (used in) investing activities (B)		(773,077,482)	65,973,768
C. Cash flow from financing activities			
Short-term borrowings		(12,901,288)	—
Dividend paid (including corporate dividend tax)		—	(356,800,632)
Net cash from / (used in) in financing activities (C)		(12,901,288)	(356,800,632)
Net increase / (decrease) in cash and cash equivalents (A+B+C)		165,019,175	34,283,770
Opening cash and cash equivalents	2.17	235,431,005	193,600,050
Exchange difference on translation of foreign currency bank accounts		(4,943,344)	7,028,910
Cash inflow on acquisition of subsidiary		—	518,275
Closing cash and cash equivalents	2.17	<u>395,506,836</u>	<u>235,431,005</u>

Notes:

- The above Cash Flow Statement has been prepared under the "indirect method" specified in Accounting Standard -3, Cash Flow Statement, as per Accounting Standards specified under section 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014.
- Figures in brackets indicate cash outflow.

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached

For **For B S R & ASSOCIATES LLP**

Chartered Accountants

Firm Registration Number : 116231W/W-100024

Sd/-

RAKESH DEWAN

Partner

Membership number : 092212

Place : New Delhi

Date : 25 April, 2017

For and on behalf of the Board of Directors

NUCLEUS SOFTWARE EXPORTS LIMITED

Sd/-

JANKI BALLABH

Chairman

Sd/-

ASHISH NANDA

Chief Financial Officer

Sd/-

VISHNU R DUSAD

Managing Director &
Chief Executive Officer

Sd/-

POONAM BHASIN

AVP (Secretarial) &
Company Secretary

Place : New Delhi

Date : 25 April, 2017

Notes forming part of the consolidated financial statements

Note 1:

(i) Company Overview

Nucleus Software Exports Limited ('Nucleus' or 'the Company' or "the Holding Company") was incorporated on 9 January 1989 in India as a private limited company. It was subsequently converted into a public limited company on 10 October, 1994. The Company made an initial public offer in August 1995. As at 31 March, 2017, the Company is listed on two stock exchanges in India namely National Stock Exchange and Bombay Stock Exchange.

The Company has wholly owned subsidiaries in Singapore, USA, Japan, Netherlands, Australia, and Africa. The Company has wholly and partly owned subsidiaries in India. (the Company and its subsidiaries constitute "the Group").

The Group's business consists of software product development and marketing and providing support services mainly for corporate business entities in the banking and financial services sector.

(ii) Basis of preparation

The consolidated financial statements are prepared under the historical cost convention on the accrual basis, in accordance with the Indian Generally Accepted Accounting Principles ("GAAP") and mandatory accounting standards specified under Section 133 of the Companies Act, 2013 ("the Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis.

(iii) Principles of consolidation

These consolidated financial statements relate to Nucleus Software Exports Limited, the holding company and its subsidiaries (hereinafter collectively referred as "the Group"), which are as follows:

Name of the Company	% Shareholding	Country of incorporation
Nucleus Software Solutions Pte. Ltd.	100	Singapore
Nucleus Software Inc.	100	United States of America
Nucleus Software Japan Kabushiki Kaisha	100	Japan
VirStra i – Technology Services Limited	100	India
Nucleus Software Netherlands B.V.	100	Netherlands
Nucleus Software Limited	100	India
Nucleus Software Australia Pty. Ltd.	100	Australia
Nucleus Software South Africa Pty.	100	Africa
Avon Mobility Solutions Private Limited	96	India

The consolidated financial statements have been prepared in accordance with the principles and procedures for the preparation and presentation as laid down under Accounting Standard 21 on "Consolidated Financial Statements" specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("2013 Act"), as applicable.

The financial statements of all the subsidiary companies used in the consolidation are drawn upto the same reporting date as that of the Company i.e., 31 March, 2017.

The financial statements of the parent company and its subsidiaries have been combined on a line by line basis by adding together the book values of all items of assets, liabilities, incomes and expenses after eliminating inter company balances/transactions and resulting unrealised profits in full. Unrealised losses resulting from inter company transactions have also been eliminated except to the extent that the recoverable value of related assets is lower than their cost to the Group. The amount shown in respect of reserves comprise the amount of relevant reserves as per the Consolidated Balance Sheet of the parent company and its share in the post acquisition increase in the relevant reserves of the subsidiaries.

'The excess of cost to the Group of its investments in the subsidiary companies over its share of equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies were made, is recognised as 'Goodwill' being an asset in the consolidated financial statements and is tested for impairment on annual basis. The 'Goodwill' / 'Capital Reserve' is determined separately for each subsidiary company and such amounts are not set off between different entities.

Minority Interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.

Goodwill arising on consolidation is not amortised but tested for impairment.

The consolidated financial statements are prepared, to the extent possible, in the same format as that adopted by the parent company for its separate financial statements.

The consolidated financial statements are prepared using uniform accounting policies for the transaction and other events in similar circumstances, except as disclosed otherwise.

(iv) Use of estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and

Notes forming part of the consolidated financial statements

liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Examples of such estimates include estimates of expected contract costs to be incurred to complete contracts, provision for doubtful debts, future obligations under employee retirement benefit plans and estimated useful life of fixed assets. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the year in which the results are known / materialise.

(v) Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

(vi) Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(vii) Foreign exchange transactions and translation of financial statements of foreign subsidiaries

Foreign exchange transactions are recorded at the exchange rates prevailing at the date of transaction. Realised gains and losses on foreign exchange transactions during the year are recognised in the Consolidated Statement of Profit and Loss. Monetary current assets and monetary current liabilities that are determined in foreign currency are translated at the exchange rate prevalent at the date of Consolidated Balance Sheet. The resulting difference is recorded in the Consolidated Statement of Profit and Loss.

The Group uses foreign exchange forward contracts and options to hedge its exposure for movement in foreign exchange rates. The use of these foreign exchange forward contracts and options reduces the risk or cost to the Group and the Group does not use the foreign exchange forward contracts or options for trading or speculation purposes.

The Company follows "Guidance Note on Accounting for Derivative Contracts" issued by the ICAI dated 12 May 2015, to the extent that the adoption does not conflict with existing mandatory accounting standards and other regulatory requirements.

The financial statements of the foreign subsidiaries being integral operations are translated into Indian rupees as follows:

- a) Income and expense items are translated at the weighted average exchange rates.

- b) Monetary assets and liabilities denominated in foreign currencies as at the Consolidated Balance Sheet date are translated at the exchange rates on that date.
- c) Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction.
- d) All resulting exchange differences are recognised in the Consolidated Statement of Profit and Loss of the reporting period.
- e) Contingent liabilities are translated at the closing rate.

The financial statements of the foreign subsidiaries being non-integral operations are translated into Indian rupees as follows:

- a) Income and expense items are translated at the weighted average exchange rates.
- b) Assets and liabilities, both monetary and non-monetary are translated at the closing rate.
- c) All resulting exchange differences are accumulated in a foreign currency translation reserve which is reflected under reserves and surplus.
- d) Contingent liabilities are translated at the closing rate.

(viii) Revenue recognition

Revenue from software development services comprises income from time and material and fixed price contracts.

Revenue from time and material contracts is recognised as the services are rendered.

Revenue from fixed price contracts and sale of license and related customisation and implementation is recognised in accordance with the percentage completion method calculated based on output method. Provision for estimated losses, if any, on uncompleted contracts are recorded in the year in which such losses become certain based on the current estimates.

Revenue from sale of licenses, where no customisation is required, are recognised upon delivery of these licenses which constitute transfer of all risks and rewards.

Revenue from annual technical service contracts is recognised on a pro rata basis over the period in which such services are rendered.

Revenue from sale of services is recognised over the period in which such services are rendered in accordance with the terms of contract.

Revenue from sale of goods is recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales exclude sales tax and value added tax.

Service income accrued but not due represents revenue recognised on contracts to be billed in the subsequent period, in accordance with terms of the contract.

Notes forming part of the consolidated financial statements

(ix) Other Income

Profit on sale of investments is determined as the difference between the sales price and the carrying value of the investment upon disposal of the investments.

Interest income is accounted on accrual basis.

Dividend income is recognised when the right to receive the same is established.

Rental income comprising of rent and other related services from operating lease is recognised in the Consolidated Statement of Profit and Loss on a straight line basis over the lease term.

(x) Expenditure

The cost of software purchased for use in software development and services is charged to cost of revenues in the year of acquisition. Expenses are accounted for on accrual basis and provisions are made for all known losses and liabilities.

(xi) Depreciation and amortisation

Depreciation on fixed assets, except leasehold land and leasehold improvements, is provided on the straight-line method based on useful lives of respective assets as estimated by the management taking into account nature of the asset, the estimated usage of the asset and the operating conditions of the asset. Leasehold land is amortised over the period of lease. The leasehold improvements are amortised over the remaining period of lease or the useful lives of assets, whichever is shorter. Depreciation is charged on a pro-rata basis for assets purchased / sold during the year.

The management's estimates of the useful lives of the various fixed assets are as follows:

Asset category	Useful life (in years)
Tangible asset	
Building	30
Plant and machinery (including office equipment)	5
Computers- end user devices like laptops and desktops etc	3
Computers- servers and networking equipments etc	4
Vehicles	5
Furniture and fixtures	5-7
Temporary wooden structures (included in furniture and fixtures)	1
Intangible asset	
Software	3-5

The above useful lives are lower than the useful lives specified in Schedule II of the Companies Act, 2013.

(xii) Tangible assets and capital work in progress

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. Fixed assets are stated at the cost of acquisition including any directly attributable expenditure on making the asset ready for its intended use. Fixed assets under construction and cost of assets not ready to use before the year end, are disclosed as capital work-in-progress.

(xiii) Intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

(xiv) Research and development

Revenue expenditure pertaining to research is charged to the Consolidated Statement of Profit and Loss. Development costs of products are also charged to the Consolidated Statement of Profit and Loss unless a product's technical feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Fixed Assets.

(xv) Investments

Investments are classified into long-term and current investments based on the intent of management at the time of acquisition. Long-term investments including investment in subsidiaries are stated at cost and provision is made to recognise any decline, other than temporary, in the value of such investments. Current investments are stated at the lower of cost and the fair value.

(xvi) Employee stock option based compensation

The excess of market price of underlying equity shares as of the date of the grant of options over the exercise price of the options given to employees under the employee stock option plan is recognised as deferred stock compensation cost and is amortised on graded vesting basis over the vesting period of the options.

(xvii) Employee benefits

a. India

Employee benefits include provident fund, gratuity and compensated absences.

Notes forming part of the consolidated financial statements

Defined contribution plans

The Company's contribution to provident fund is considered as defined contribution plans and is charged as an expense as they fall due based on the amount of contribution required to be made.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each year end. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the year in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the year in which the employee renders the related service. The cost of such compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the Balance Sheet date.

Other employee benefits

Benefits under the Company's leave encashment scheme constitute other employee benefits. The liability in respect of leave encashment is provided on the basis of an actuarial valuation done by an independent actuary at the year end. Actuarial gains and losses are recognized immediately in the Consolidated Statement of Profit and Loss.

b. Singapore

The Company's contribution to central provident fund is deposited with the appropriate authorities and charged to the Consolidated Statement of Profit and Loss. The

undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

c. United States of America/ Netherlands/ Japan/ Australia/Africa

The Company's social security contributions are charged to the Consolidated Statement of Profit and Loss.

(xviii) Post Sales client support and warranties

The Company provides its clients with fixed period warranty for correction of errors and support on its fixed price product orders. Revenue for such warranty period is allocated based on the estimated effort required during warranty period.

(xix) Operating leases

Lease payments under operating lease are recognised as an expense in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term.

(xx) Earnings per share

Basic earning per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year-end, except where the results would be anti-dilutive.

(xxi) Taxation

Current tax is determined on the basis of taxable income and tax credits computed for each of the entities in the Group in accordance with the provisions of applicable tax laws of the respective jurisdictions where the entities are located.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the entity will pay normal income tax. Accordingly, MAT is recognised as an asset in the Consolidated Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the entity.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence

Notes forming part of the consolidated financial statements

that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the entity has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Consolidated Balance Sheet date for their realisability.

The Group offsets deferred tax assets and deferred tax liabilities, and advance income tax and provision for tax, if it has a legally enforceable right and these relate to taxes in income levies by the same governing taxation laws.

Current and deferred tax relating to items directly recognised in reserves are recognised in reserves and not in the Consolidated Statement of Profit and Loss.

(xxii) Impairment

Management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above. An impairment loss is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss had been recognized.

(xxiii) Provision and Contingencies

The Group recognises a provision when there is a present obligation as a result of a past event and it is probable that it would involve an outflow of resources and a reliable estimate can be made of the amount of such obligation. Such provisions are not discounted to their present value and are determined based on the management's estimation of the obligation required to settle the obligation at the Consolidated Balance Sheet date. These are reviewed at each Consolidated Balance Sheet date and adjusted to reflect management's current estimates.

A disclosure for a contingent liability is made where it is more likely than not that a present obligation or possible obligation may result in or involve an outflow of resources. When no present or possible obligation exists and the possibility of an outflow of resources is remote, no disclosure is made.

Contingent assets are not recognised in the financial statements.

(xxiv) Hedge Accounting

The Company uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions. The Company designates such forward contracts in a cash flow hedging relationship by applying the hedge accounting principles set out in "Guidance Note on Accounting for Derivative Contracts".

The use of hedging instruments is governed by the Company's policy approved by the Board of Directors, which provide

written principles on the use of such financial derivatives consistent with Company's risk management strategy.

These forward contracts are stated at fair value at each reporting date. Changes in the fair value of these forward contracts that are designated and effective as hedges of future cash flows are recognised directly in "Hedging reserve account" under Reserves and surplus, net of applicable deferred income taxes and the ineffective portion is recognised immediately in the Statement of Profit and Loss. Amounts accumulated in the "Hedging reserve account" are reclassified to the Statement of Profit and Loss in the same periods during which the forecasted transaction affects profit and loss. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. For forecasted transactions, any cumulative gain or loss on the hedging instrument recognised in "Hedging reserve account" is retained until the forecasted transaction occurs. If the forecasted transaction is no longer expected to occur, the net cumulative gain or loss recognised in "Hedging reserve account" is immediately transferred to the Statement of Profit and Loss.

(xxv) Derivative Contracts

The Company enters into derivative contracts in the nature of forward contracts with an intention to hedge its existing assets and liabilities, firm commitments and highly probable transactions. Derivative contracts which are closely linked to the existing assets and liabilities are accounted as per the policy stated for Foreign Currency Transactions and Translations.

Derivative contracts designated as a hedging instrument for highly probable forecast transactions are accounted as per the policy stated for Hedge Accounting.

All other derivative contracts are marked-to-market and losses are recognised in the Consolidated Statement of Profit and Loss. Gains arising on the same are not recognised, until realised, on grounds of prudence.

(xxvi) Insurance claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

(xxvii) Service tax /VAT input credit

Service tax/VAT input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

(xxiii) Operating cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Notes forming part of the consolidated financial statements

2 NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2017

2.1 SHARE CAPITAL

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
a. Authorised		
Equity shares		
40,000,000 (40,000,000) equity shares of ₹ 10 each	<u>400,000,000</u>	<u>400,000,000</u>
b. Issued, Subscribed and Paid-Up		
Issued		
32,386,524 (32,386,524) equity shares of ₹ 10 each	<u>323,865,240</u>	<u>323,865,240</u>
Subscribed and Paid-Up		
32,383,724 (32,383,724) equity shares of ₹ 10 each, fully paid up	323,837,240	323,837,240
Add: 2,800 (2,800) forfeited equity shares pending reissue (see note (iv) below)	15,000	15,000
	<u>323,852,240</u>	<u>323,852,240</u>

Refer notes (i) to (v) below :-

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year :-

Particulars	Opening balance	Allotted under Employee Stock Option Plans	Closing balance
a. For the year ended 31 March, 2017			
- Number of shares	32,383,724		32,383,724
- Amount	323,837,240	—	323,837,240
b. For the year ended 31 March, 2016			
- Number of shares	32,383,724	—	32,383,724
- Amount	323,837,240	—	323,837,240

(ii) Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of ₹ 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(iii) Number of shares held by shareholders holding more than 5% of the aggregate shares in the Company :-

Particulars	As at 31 March 2017		As at 31 March 2016	
	(Number)	(Percentage)	(Number)	(Percentage)
Karmayogi Holdings Private Limited	9,000,000	27.79%	9,000,000	27.79%
Nucleus Software Engineers Private Limited	2,385,882	7.37%	2,385,882	7.37%
Madhu Dusad	3,066,248	9.47%	3,066,248	9.47%
Fidelity Puritan Trust- Fidelity Low-Priced Stock Fund	2,200,000	6.79%	2,200,000	6.79%

(iv) Details of forfeited shares

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	(Number)	(₹)	(Number)	(₹)
Equity shares with voting rights	2,800	15,000	2,800	15,000

(v) EMPLOYEES STOCK OPTION PLAN ("ESOP")

- Employee Stock Option Scheme and SEBI (Share Based Employee Benefits) Regulations, 2014, is effective for regulation of all schemes by the Company for the benefits for its employees dealing in shares, directly or indirectly from October 28, 2014. In accordance with these Guidelines, the excess of the market price of the underlying equity shares as of the date of grant

Notes forming part of the consolidated financial statements

of options over the exercise price of the option, including up-front payments, if any, is to be recognized and amortised on graded vesting basis over the vesting period of the options.

- b. The Company currently has one ESOP scheme- ESOP Scheme - 2015 (instituted in 2015) which was duly approved by the Board of Directors and Shareholders. The ESOP Scheme 2015 provides for 500,000 options to eligible employees. As per ESOP scheme 2015, equity shares would be transferred to eligible employees on exercise of options through Nucleus Software Employee Welfare Trust. The scheme is administered by the Compensation Committee comprising three members, the majority of whom are independent directors.
- c. There are no options granted, forfeited and exercised during the year under ESOP Scheme 2015.

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016
2.2 RESERVES AND SURPLUS		
a. Capital reserve		
Opening balance	8,900,230	8,900,230
Add: Amount forfeited against employees stock option plan	—	—
Closing balance	8,900,230	8,900,230
b. Securities premium account		
Opening balance	21,901,489	21,901,489
Add : Premium on conversion of stock options issued to employees	—	—
Closing balance	21,901,489	21,901,489
c. Hedging reserve [see note 2.33]		
Opening balance	3,288,988	6,945,947
Add / (Less) : Effect of foreign exchange rate variations on hedging instruments outstanding at the end of the year	12,302,913	(3,656,959)
Closing balance	15,591,901	3,288,988
d. Foreign currency translation reserve		
Opening balance	115,747,497	89,557,484
Add: Addition during the year	(11,472,302)	26,190,013
Closing balance	104,275,195	115,747,497
e. General reserve		
Opening balance	888,775,899	888,775,899
Add: Transferred from surplus in statement of Profit and Loss	—	—
Closing balance	888,775,899	888,775,899
f. Surplus in Statement of Profit and Loss		
Opening balance	3,206,460,195	3,043,725,656
Add: Profit for the year	626,941,768	324,653,159
Less : Appropriations	—	—
- Interim Dividend [see note (ii) below and note 2.39]	—	(161,918,620)
Closing balance	3,833,401,963	3,206,460,195
	4,872,846,677	4,245,074,298

Note :

- (i) The Board of Directors recommended a Final Dividend of ₹ 5 per equity share (on equity share of par value of ₹ 10 each) at their Board meeting held on 25 April 2017, which is subject to the approval of shareholders in the forthcoming annual general meeting.
- (ii) The Board of Directors of holding Company, at their meeting held on 16 March, 2016, had declared an interim dividend of ₹ 5 per equity share. The interim dividend was paid to the shareholders before 31 March 2016.

(Amount in ₹)

Particulars	As at 01 April 2016	(Credited)/ Charge during the year	As at 31 March, 2017
2.3 DEFERRED TAX LIABILITIES			
a. Deferred tax liabilities			
On difference between book balance and tax balance of fixed assets	782,217	753,081	1,535,298
	782,217	753,081	1,535,298

Notes forming part of the consolidated financial statements

(Amount in ₹)		
Particulars	As at 31 March, 2017	As at 31 March, 2016
2.4 OTHER LONG TERM LIABILITIES		
Advance from customers / Advance billings	—	31,993,885
Annual incentive payable	5,418,037	—
	5,418,037	31,993,885
2.5 LONG-TERM PROVISIONS		
Provision for employee benefits		
- Provision for compensated absences	57,942,408	41,206,256
- Provision for gratuity	942,647	—
	58,885,055	41,206,256
2.6 Short-term borrowings		
Unsecured		
Loans and advances from related parties	—	7,011,350
Loans and advances from other parties (see note below)	—	5,889,938
	—	12,901,288
Note:		
(i) Details of unsecured short-term borrowings:		
K Krishna Kumar (Non Executive Director)	—	2,539,938
Subbu Subramaniam (Non Executive Director)	—	3,350,000
Thomas Zachariah (Executive Director)	—	7,011,350
	—	12,901,288
2.7 TRADE PAYABLES		
Trade Payables		
- Micro and small enterprises (see note (i) below)	—	—
- Others	352,455,639	277,269,586
	352,455,639	277,269,586
Note:		
(i) The holding company and subsidiary companies incorporated in India have no amounts payable to Micro and Small Enterprises as defined in Section 7(1) of the Micro, Small and Medium Enterprises Development Act, 2006, to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		
2.8 OTHER CURRENT LIABILITIES		
a. Advance from customers / Advance billings	342,862,950	364,163,500
b. Deferred revenue	427,333,271	381,643,740
c. Unclaimed dividends	2,855,680	4,360,380
d. Book overdraft	317,978	—
e. Payable for purchase of fixed assets	1,427,382	1,316,554
f. Payable to gratuity trust (see note 2.32)	22,982,599	11,440,795
g. Interest accrued and due on borrowings	—	448,450
h. Other payables - statutory liabilities	59,683,951	56,041,041
	857,463,811	819,414,460
[Book overdraft amounting to ₹ 15,239,124 is regrouped from Other Current liabilities as per financials of 31 March, 2016 to Cash and cash Equivalents as on 31 March, 2017]		
2.9 SHORT-TERM PROVISIONS		
a. Provision for employee benefits		
- Provision for compensated absences	17,200,519	26,802,589
- Provision for gratuity	276,252	—
b. Provision for tax	12,820,146	29,590,327
	30,296,917	56,392,916
[Advance tax amounting to ₹ 14,446,733 is regrouped from long term loans and advances as per financials of 31 March, 2016 to short term provisions as on 31 March, 2017]		

Notes forming part of the consolidated financial statements

Note 2.10

FIXED ASSETS (At Cost)

(Amount in ₹)

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK		
	As at 1 April 2016	Additions	Deductions / adjustments (Note (i) & (ii))	As at 31 March, 2017	As at 1 April 2016	Depreciation for the year	Deductions / adjustments (Note (i) & (ii))	As at 31 March, 2017	As at 31 March 2016
Tangible assets									
Freehold land	3,360,720	—	—	3,360,720	—	—	—	3,360,720	3,360,720
	(3,360,720)	—	—	(3,360,720)	—	—	—	(3,360,720)	(3,360,720)
Leasehold land	187,842,361	—	—	187,842,361	20,082,315	2,004,282	—	165,755,764	167,760,047
	(187,842,361)	—	—	(187,842,361)	(18,078,035)	(2,004,279)	—	(167,760,047)	(171,768,603)
Leasehold improvements	10,548,284	—	57,054	10,491,230	9,321,945	1,092,269	14,564	91,580	1,226,334
	(10,150,231)	—	398,049	(10,548,280)	(8,066,971)	(1,120,691)	134,284	(1,226,334)	—
Buildings	285,038,485	2,195,291	—	287,233,776	89,787,235	10,106,781	—	99,894,016	187,339,760
	(284,999,159)	(39,326)	—	(285,038,485)	(80,286,356)	(9,500,879)	—	(89,787,235)	(195,251,250)
Plant and equipment	205,522,347	11,140,581	22,297,334	194,365,594	192,329,495	14,123,919	22,281,119	184,172,295	13,183,668
	(194,965,968)	(8,997,334)	1,511,748	(205,475,050)	(182,844,511)	(7,347,419)	2,099,452	(13,183,668)	(12,121,457)
Computer equipment	402,997,223	15,517,302	92,413,087	326,101,438	332,526,873	39,989,248	92,767,204	279,748,917	70,479,585
	(373,449,583)	(32,649,037)	(2,347,340)	(403,751,280)	(291,855,757)	(41,595,739)	(179,801)	(70,479,585)	(81,593,826)
Vehicles	22,997,571	9,591,534	2,803,278	29,785,827	10,326,994	5,329,444	1,723,642	15,853,031	12,670,488
	(24,430,687)	(1,736,623)	(3,169,743)	(22,997,567)	(7,077,034)	(4,372,998)	(1,122,953)	(12,670,488)	(17,353,653)
Furniture and fixtures	53,545,588	(1)	(11,277,719)	64,823,306	52,136,907	1,022,209	(11,274,718)	389,472	1,408,730
	(51,888,241)	(1,882,189)	(224,842)	(53,545,588)	(50,031,875)	(1,149,426)	955,557	(1,408,730)	(1,856,366)
	1,171,852,579	38,444,707	106,293,034	1,104,004,252	706,511,764	73,668,152	105,511,811	674,668,105	465,340,822
	(1,131,086,950)	(45,304,509)	(3,832,128)	(1,172,559,331)	(638,240,539)	(67,091,431)	1,886,539	(707,218,509)	(492,767,428)
Intangible assets									
Software	338,023,214	9,921,903	47,620,488	300,324,629	290,259,290	38,437,064	46,963,220	18,591,495	47,763,920
	(312,340,962)	(14,077,883)	241,262	(326,660,107)	(223,575,305)	(55,155,664)	165,218	(47,763,920)	(126,713,081)
Total	1,509,875,793	48,366,610	153,913,522	1,404,328,881	996,771,054	112,105,216	152,475,031	956,401,239	513,104,742
Previous year	(1,443,427,912)	(59,382,392)	(3,590,866)	(1,499,219,438)	(861,815,844)	(122,247,095)	2,051,757	(513,104,742)	—

Notes :

- Includes the effect of translation in respect of assets held by foreign subsidiaries which are considered as non-integral to the operations of the company in terms of Accounting Standard - 11.
- Some of the assets have been re-grouped during the year, based on the nature of assets.
- Figures in bracket pertain to previous year ended 31 March, 2016/2015

Notes forming part of the consolidated financial statements

(Amount in ₹)		
Particulars	As at 31 March 2017	As at 31 March 2016
2.11 NON-CURRENT INVESTMENTS (at cost)		
- Non trade		
Investment in equity instruments (Quoted)		
250,000 (250,000) equity shares of ₹ 10 (₹ 10) each, fully paid up, in Ujjivan Financial Services Limited	2,500,000	2,500,000
Investments in Government securities (Unquoted)		
National savings certificates	23,000	23,000
Investment in bonds (Quoted)		
a. 7.18% Indian Railway Finance Corporation Limited Tax free bonds 2023 (net of adjustment to the carrying amount of investments amounting to ₹ 9,350,000)	90,650,000	90,650,000
b. 8.23% Indian Railway Finance Corporation Limited Tax free bonds 2024	50,000,000	50,000,000
c. 8.09% Power Finance Corporation Tax Free Bonds 2021	45,600,000	45,600,000
d. 7.51% Power Finance Corporation Tax Free Bonds 2021	50,000,000	50,000,000
e. 8.00% Indian Railway Finance Corporation Limited Tax free bonds 2022	200,000,000	200,000,000
f. 8.01% India Infrastructure Finance Company Limited Tax Free Bonds 2023	100,000,000	100,000,000
g. 7.11% Power Finance Corporation Tax Free Bonds 2025	5,134,000	5,134,000
h. 7.21% India Infrastructure Finance Company Limited Tax Free Bonds 2022	50,000,000	50,000,000
i. 7.55% Indian Railway Finance Corporation Limited Tax Free Bonds 2021	29,500,000	29,500,000
j. 8.20% Power Finance Corporation Tax Free Bonds 2022	6,000,000	6,000,000
k. 7.28% Indian Railway Finance Corporation Limited Tax free bonds 2030	4,530,000	4,530,000
l. 7.49% Indian Renewable Energy Development Agency Limited (IREDA) Tax Free Bonds 2031	11,921,000	11,921,000
m. 7.39% Housing and Urban Development Corporation Limited (HUDCO) Tax Free Bonds 2031	14,014,000	14,014,000
n. 8.50% National Highways Authority of India (NHAI) Tax Free Bonds 2029	10,000,000	10,000,000
o. 7.39% National Highways Authority of India (NHAI) Tax Free Bonds 2031	15,419,000	15,419,000
p. 7.39% Housing and Urban Development Corporation Limited (HUDCO) Tax free bonds 2031	12,799,000	12,799,000
q. 7.21% Power Finance Corporation (PFC) Tax Free Bonds 2022	50,000,000	50,000,000
r. 7.35% Indian Railway Finance Corporation Tax Free Bonds 2031	11,757,000	11,757,000
s. 7.35% National Bank for Agriculture and Rural Development (NABARD) Tax Free Bonds 2031	20,040,000	20,040,000
Investment in Preference Shares (quoted)	139,000,000	99,000,000
a. 8.15% L&T Preference Shares- 2020	50,100,000	50,100,000
b. 16.46% IL&FS - Preference Shares 2022	9,990,000	—
c. 17.38% IL&FS - Preference Shares 2021	11,500,000	—
d. 8.33% Tata Capital Ltd Preference Shares 2022	100,000,000	—
e. 9% L&T Finance Holdings Limited -Preference Shares 2018	150,000,000	—
f. 7.50% Tata Capital Preference Shares 2020	50,000,000	—
g. 8.33% Tata Capital Preference Shares 2021	—	—

Notes forming part of the consolidated financial statements

(Amount in ₹)

Particulars	As at 31 March 2017	As at 31 March 2016
Investment in debentures (quoted)		
a. IIFL Wealth Finance Limited		
500((Nil) Unsecured redeemable, non-convertible debentures of ₹ 100,000 each fully paid up	50,000,000	—
Investment in mutual funds (quoted)		
a. HDFC FMP 1128D March 2015(1) Direct Growth series 33	50,000,000	50,000,000
b. ICICI Prudential FMP Series 76-1108 Days Plan V-Direct-Growth	50,000,000	50,000,000
c. HDFC FMP 370D June 2014 (2) Series 31 – Growth Option	—	10,000,000
d. ICICI Prudential FMP Series 74 -369 Days Plan T Growth	—	100,000,000
e. Reliance Fixed Horizon Fund- XXVI- Series 31- Growth Option	—	50,000,000
f. HDFC FMP 1169D February 2017 (1) - Series 37	50,000,000	—
g. HDFC FMP 1150D February 2017 (1)	30,000,000	—
h. UTI Fixed Term Income Fund-Series XIX-VIII (368 Days) Growth	—	10,000,000
Investment in mutual funds (Unquoted)		
a. Birla Sun Life ST Opp Direct	111,144,751	—
b. Reliance Corp Bond-Direct-QDR	116,663,623	—
c. Axis ST Direct- Weekly Dividend	62,726,106	—
d. UTI ST Income-IP-Monthly Dividend	30,257,916	—
e. HDFC Medium Term Opp-Direct	24,341,126	—
	1,863,087,522	1,196,464,000
Aggregate amount of non current-investments	1,865,610,522	1,198,987,000
Aggregate amount of quoted investments	1,520,454,000	1,196,464,000
Aggregate market value of quoted investments	1,655,983,010	1,266,589,300
Aggregate amount of unquoted investments	345,156,522	2,523,000

Particular	As at 1 April, 2016	(Credited)/ Charge during the year (see note below)	As at 31 March, 2017
------------	------------------------	--	-------------------------

2.12 DEFERRED TAX ASSET (net)

a. Deferred tax assets			
Provision for compensated absences, gratuity and other employee benefits	25,891,502	(5,633,893)	31,525,395
Provision for doubtful debts / loans and service income accrued but not due	21,809,998	(26,539,820)	48,349,818
Gain/(Loss) on forward contracts	—	(5,323,122)	5,323,122
	47,701,500	(37,496,835)	85,198,335
b. Deferred tax liabilities			
On difference between book balance and tax balance of fixed assets	25,595,575	(12,175,212)	13,420,363
c. Net deferred tax asset	22,105,925	(49,672,047)	71,777,972
d. Effect of foreign currency translation on items constituting deferred tax asset for foreign subsidiary	—	(31,672)	—
e. Net deferred tax asset	22,105,925	(49,703,719)	71,777,972

Note :

- (i) Does not include deferred tax charge amounting to ₹ 1,535,298 on account of deferred tax liability related to a subsidiary. (see note 2.3)

Notes forming part of the consolidated financial statements

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
2.13 LONG-TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
a. Capital advances	882,786	620,980
b. Security deposits	31,957,068	32,456,989
c. Loans and advances to employees		
- Staff loans	1,712,377	2,343,122
- Employee advances	3,742,752	—
d. Prepaid expenses	130,918	1,962,857
e. Balances with government authorities		
- Advance tax	100,070,238	96,123,925
- MAT credit entitlement	48,306,675	62,905,935
	186,802,814	196,413,808

[Advance tax amounting to ₹ 14,446,733 is regrouped from long term loans and advances as per financials of 31 March, 2016 to short term provisions as on 31 March, 2017]

2.14 OTHER NON CURRENT ASSETS

(Unsecured, considered good)

a. Long- term trade receivables	67,980,012	101,575,012
b. Long-term bank deposits (see note below)	21,475,000	102,923,360
c. Interest accrued but not due on bank deposits	38,150	12,097,727
d. Unamortised premium on tax free bonds	7,871,185	9,765,060
e. Unamortised premium on Preference Shares	1,347,147	—
	98,711,494	226,361,159

(i) [Balances with scheduled banks in deposit accounts with original maturity within 12 months amounting to ₹ 100,000,000 is regrouped from Cash and cash equivalents as per financials of 31 March, 2016 to Other non- current assets as on 31 March, 2017]

(ii) [Interest accrued but not due on Fixed deposits with banks amounting to ₹ 11,894,869 is regrouped from Other Current Assets as per financials of 31 March, 2016 to Other Non- current assets as on 31 March, 2017]

(iii) [Long-term bank deposits includes deposits held with bank for maturity more than 12 months from balance sheet date ₹ 1,105,000 (previous year 31 march 2016 ₹ 2,550,000) under lien with banks and are restricted from being settled for more than 12 months from the Balance Sheet Date.]

2.15 Current investments - Non trade (At the lower of cost and fair value)

a. Investment in mutual funds

Name	Units as at 31 March, 2017 (Numbers)	Value of units as at 31 March, 2017 (₹)	Units as at 31 March, 2016 (Numbers)	Value of units as at 31 March, 2016 (₹)
- Investment in Mutual Funds (Unquoted)				
a. Axis Liquid Fund- Direct Plan- Daily Dividend Reinvestment	43,151	43,178,720	—	—
b. Birla Sunlife Enhanced Arbitrage- MDR - Direct	1,817,623	20,069,288	—	—
c. Birla Sunlife Floating Rate Fund- DDR - Direct	886,074	88,954,581	—	—
d. Birla Sunlife Savings Fund- DDR - Direct	1,050,696	105,381,902	1,656,005	166,092,642
e. DSP BlackRock Ultra Short Term Fund - DDR - Direct	6,570,493	66,079,655	3,017,107	30,295,981
f. HDFC Arbitrage Fund - Normal DR- Direct	8,999,649	95,630,329	6,661,947	70,614,447
g. HDFC Floating Rate - Short term plan- Wholesale – Direct - Daily Dividend-Reinvestment option.	5,852,502	58,997,309	5,510,650	55,552,307
h. ICICI Prudential Equity Arbitrage Fund- Direct Plan- Monthly Dividend-Reinvestment option	2,005,707	28,531,496		

Notes forming part of the consolidated financial statements

Name	Units as at 31 March, 2017	Value of units as at 31 March, 2017	Units as at 31 March, 2016	Value of units as at 31 March, 2016
	(Numbers)	(₹)	(Numbers)	(₹)
i. ICICI Prudential Flexible Income Plan - DDR - Direct	707,246	74,781,193	661,825	69,978,636
j. ICICI Prudential Money Market Fund-Dividend-Daily Reinvestment	—	—	527,060	52,781,645
k. ICICI Prudential Ultra Short Term Plan- Direct Plan- Daily Dividend-Reinvestment option	15,714,109	158,813,070	—	—
l. ICICI Prudential Liquid Plan-Direct Plan- Daily Dividend	141,411	14,149,733	576,094	57,641,970
m. IDFC Arbitrage Fund Direct Plan- Monthly DR- Direct	4,834,786	62,398,696	4,297,906	55,427,306
n. IDFC Banking Debt Fund Regular Plan- Dividend	—	—	2,440,192	24,776,243
o. IDFC Money Manager Direct Plan- DDR- Direct	22,591,694	229,087,130	—	—
p. IDFC Ultra Short Term Fund- DDR - Direct	3,972,719	39,987,551	—	—
q. Invesco Ultra Short Fund Direct Plan- DDR- Direct	68,358	69,654,670	—	—
r. Kotak Equity Arbitrage Fund- Fortnightly DR- Direct	12,211,710	290,505,083	—	—
s. Kotak Equity Arbitrage Fund- Monthly DR- Direct	—	—	6,911,836	75,143,613
t. Kotak Floater Short Term Fund-Direct Plan-Daily Dividend-Reinvestment Option	1,797	1,818,265	152,101	153,867,614
u. Kotak Treasury Advantage Fund-Direct Plan- Daily Dividend-Reinvestment Option	1,905,462	19,206,473	—	—
v. L&T Ultra Short Direct Plan-Daily Dividend-Reinvestment Option	3,451,435	36,029,532	—	—
w. LIC Saving Plus Fund - DDR - Direct	14,953,849	151,033,875	—	—
x. Mahindra Liquid Fund-Direct Plan-Daily Dividend-Reinvestment Option	50,553	50,561,379	—	—
y. Reliance Arbitrage Advantage Fund-Monthly DR- Direct	9,500,252	101,126,961	4,292,755	45,426,255
z. Reliance Liquid Fund-Treasury Plan-Direct Plan-Daily Dividend-Reinvestment Option	—	—	101,573	155,279,073
aa. Reliance Medium Term Fund - Daily Dividend -Reinvestment option-Direct	3,121,316	53,361,701	—	—
ab. SBI Ultra Short Term Debt Fund - DDR - Direct	—	—	5,011	5,039,163
ac. Sundaram Ultra Short Term Fund - DDR - Direct	2,594,257	26,056,458	4,468,675	44,882,927
ad. UTI-Treasury Advantage Fund - Institutional Plan - DDR - Direct	142,227	142,562,672	—	—
ae. UTI Floating Rate Fund STP – Daily Income Option-Reinvestment-Direct	127,315	137,102,532	43,995	47,377,197
- Fixed Maturity Plans/Interval Plans (Quoted)				
a. Reliance Fixed Horizon Fund XXX – Series 9-Direct-Div Payout	—	—	3,747,632	37,476,319
b. UTI FIIF-QIP-III-Direct-Div Payout	—	—	4,992,112	50,000,000
c. HDFC FMP 370D June 2014 (2) Series 31 – Growth Option	1,000,000	10,000,000	—	—
d. ICICI Prudential FMP Series 72 -368 Days Plan A Growth	—	—	5,000,000	50,000,000
e. ICICI Prudential FMP Series 74 -369 Days Plan T Growth	10,000,000	100,000,000	—	—
f. Reliance Fixed Horizon Fund- XXVI- Series 31- Growth Option	5,000,000	50,000,000	—	—
g. UTI Fixed Term Income Fund-Series XIX-VIII (368 Days) Growth	1,000,000	10,000,000	—	—
Aggregate amount of investment		2,335,060,254		1,247,653,340
Aggregate amount of quoted investment		170,000,000		137,476,319
Aggregate market value of quoted investment		214,420,700		148,585,670
Aggregate amount of unquoted investment		2,165,060,254		1,110,177,020

Notes forming part of the consolidated financial statements

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
2.16 TRADE RECEIVABLES		
(Unsecured)		
a. Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
- Considered good	41,346,200	21,345,984
- Considered doubtful	35,446,385	38,033,733
	76,792,585	59,379,717
Less: Provision for doubtful trade receivables	(35,446,385)	(38,033,733)
	41,346,200	21,345,984
b. Other Trade receivables		
- Considered good	569,857,934	838,155,349
	611,204,134	859,501,333
2.17 CASH AND CASH EQUIVALENTS		
A. Cash and cash equivalents (As per AS 3 Cash Flow Statements)		
a. Cash on hand	164,385	131,003
b. Remittance in transit	—	12,000,876
c. Cheques on hand	—	341,286
d. Balances with scheduled banks:		
- in current accounts	20,705,397	26,463,235
- in EEFC accounts	72,932,105	14,256,252
e. Balance with non scheduled banks in current accounts:		
- Citibank, United Kingdom	906,038	948,451
- Citibank, U.A.E	2,194,767	1,364,186
- Citibank, Singapore	61,934,422	43,606,763
- Citibank, Philippines	—	1,389,513
- PNC Bank, USA	9,830,557	3,407,482
- Citibank, USA	69,209,097	69,361,940
- Bank of Tokyo Mitsubishi, Japan	1,287,568	3,132,178
- Shinsei Bank, Japan	26,979	27,478
- Citibank, Japan	32,072,366	4,291,754
- Citibank, Australia	2,922,992	1,648,404
- Nedbank, South Africa	1,899,900	356,582
- Citibank, Netherlands	2,715,829	3,149,725
f. Balances with scheduled banks in deposit accounts with original maturity of less than 3 months	116,704,434	49,553,897
Total - Cash and cash equivalents (as per AS 3 Cash Flow Statements) (A)	395,506,836	235,431,005
B. Other bank balances		
a. Balances with scheduled banks in earmarked accounts:		
- unclaimed dividend accounts	2,855,680	4,364,367
b. Balances with scheduled banks in deposit accounts with original maturity of more than 3 months :		
Maturity with in 12 months	200,565,173	887,344,236
Total - Other bank balances (B)	203,420,853	891,708,603
Total Cash and cash equivalents (A+B)	598,927,689	1,127,139,608
(i) [Balances with scheduled banks in deposit accounts with original maturity within 12 months amounting to ₹ 100,000,000 is regrouped from Cash and cash equivalents as on 31 March, 2016 to Other non- current assets as on 31 March, 2017]		
(ii) [Book overdraft amounting to ₹ 15,239,124 is regrouped from Other Current Liabilities as per financial statement as of 31 March, 2016 to Cash and cash Equivalents as on 31 March, 2017]		

Notes forming part of the consolidated financial statements

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
Details of balances as on balance sheet dates with scheduled banks in current accounts:-		
- HDFC Bank	12,145,154	9,013,785
- Citi Bank	953,737	16,470,683
- Yes Bank	1,339,994	-
- ICICI Bank	6,257,124	520,856
- Kotak Bank	9,387	457,910
- Citi Bank *	40,046,101	12,754,023
- HDFC Bank *	32,886,004	1,502,230
- HDFC Bank **	2,855,680	4,364,367
	96,493,182	45,083,854

* EEFC account

** Earmarked for unclaimed dividend

Details of fixed deposit as on balance sheet dates with scheduled banks :-

- HDFC Bank	-	265,500,000
- Kotak Mahindra Bank	55,594	-
- ING Vysya	50,000,000	-
- Bank of India	325,898	216,230,111
- State Bank of Travancore	50,000,000	60,000,000
- Bandhan Bank	86,400,000	
- IDFC BANK LTD	9,500,000	
- Corporation Bank	-	205,149,904
- Punjab National Bank	-	136,400,000
	196,281,492	883,280,015

Detail of fixed deposit under lien:-

HDFC Bank	1,410,321	1,317,002
- Citi Bank	2,873,360	2,747,219
	4,283,681	4,064,221

2.18 SHORT-TERM LOANS AND ADVANCES

(Unsecured)

a. Security deposit (considered good)	156,880	962,874
b. Loans and advances to employees (considered good)		
- Staff loans	3,308,147	5,259,967
- Employee advances	6,898,207	8,903,018
c. Prepaid expenses (considered good)	30,527,925	38,105,129
d. Balances with Government authorities (considered good)		
- Service tax / VAT credit receivable	7,111,460	16,537,089
- MAT credit entitlement	8,435,846	5,547,604
e. Others		
- Supplier advances		
- Considered good	24,496,212	26,120,931
- Considered doubtful	594,533	749,609
	25,090,745	26,870,540
Less : Provision for doubtful advances	(594,533)	(749,609)
	24,496,212	26,120,931
- Mark-to-market gain on forward contracts (considered good) (see note 2.33)	15,591,901	919,969
- Application money for Mutual fund and Preference shares (considered good)	-	43,040,000
- Expenses recoverable from customers (considered good)	4,159,160	2,591,072
	100,685,738	147,987,653

Notes forming part of the consolidated financial statements

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
2.19 OTHER CURRENT ASSETS		
(Unsecured)		
a. Service income accrued but not due		
Unsecured		
- Considered good	98,091,569	111,781,534
- Considered doubtful	26,017,380	29,218,544
	124,108,949	141,000,078
Less : Provision for service income accrued but not due	(26,017,380)	(29,218,544)
	98,091,569	111,781,534
b. Interest accrued but not due on		
- Fixed deposits with banks	23,142,020	87,924,549
- Current, non trade investments	26,507,535	25,323,427
c. Unamortised premium on tax free bonds	1,893,875	1,893,875
d. Unamortised premium on Preference Shares	1,515,345	—
	151,150,344	226,923,385

[Interest accrued but not due on Fixed deposits with banks amounting to ₹ 11,894,869 is regrouped from Other Current Assets as per financials of 31 March, 2016 to Other Non- current assets as on 31 March, 2017]

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
2.20 INCOME FROM SOFTWARE PRODUCTS AND SERVICES		
a. Software development services and products	3,723,923,546	3,487,018,796
Total	3,723,923,546	3,487,018,796

2.21 OTHER INCOME

a. Interest income on		
- Deposits with banks	71,439,478	117,790,753
- Current, non trade investments	60,594,089	46,617,081
- Income tax refund	18,305,245	8,661,971
b. Dividend income from		
- Current, non trade investments	92,470,637	49,074,891
- Non-current, non trade investment	28,443,005	8,248,240
c. Net gain on sale of investments		
- Current, non trade investments	16,938,860	3,006,381
d. Net Gain / (Loss) on foreign currency		
- Gain / (Loss) on exchange fluctuation	(2,156,778)	15,062,724
- Gain / (Loss) on ineffective hedges (see note 2.33)	—	(2,369,019)
- Gain / (Loss) on consolidation	(2,675,920)	(4,422,068)
e. Other non-operating income		
- Provisions written back	7,219,175	15,618,758
- Net profit on sale of fixed assets/discarded assets	3,761,484	—
- Miscellaneous income	4,162,558	1,779,075
	298,501,833	259,068,787

Notes forming part of the consolidated financial statements

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
2.22 EMPLOYEE BENEFIT EXPENSES		
a. Salaries and wages	2,266,998,812	2,089,977,375
b. Contribution to provident and other funds	114,299,783	100,957,630
c. Gratuity expense (see note 2.32)	29,822,473	28,512,559
d. Staff welfare expenses	41,467,970	48,934,437
	2,452,589,038	2,268,382,001
Employee benefit expenses include remuneration to Key Managerial Personnel :-		
a. Salary	24,574,513	20,255,311
b. Contribution to provident and other funds	1,172,640	870,500
	25,747,153	21,125,811

Notes:

- The above remuneration does not include expense towards retirement benefits since the same are carried out for the respective entities as a whole.
- Employee costs in above financial statement include provision for bonus ₹ 89 lakhs (previous year ended 31 March, 2016: ₹ Nil) for prior periods made as per provisions of The Payment of Bonus (Amendment) Act, 2015 which was effective retrospectively from 1st April, 2014.

2.23 OPERATING AND OTHER EXPENSES

a. Outsourced technical service expense	78,753,953	77,837,229
b. Cost of software purchased for delivery to clients	26,462,509	20,665,615
c. Power and fuel	46,943,870	46,575,614
d. Rent (see note 2.25)	84,368,949	98,662,779
e. Repair and maintenance		
- Buildings	8,613,614	7,028,596
- Others	31,332,719	30,515,821
f. Insurance	6,900,297	9,922,140
g. Rates and taxes	4,969,936	5,555,943
h. Travel expenses	131,772,434	209,871,438
i. Advertisement, business development and promotion	9,218,901	24,476,373
j. Legal and professional (see note 2.27)	91,562,372	109,238,662
k. Directors remuneration (see note below)	11,708,900	10,330,121
l. Conveyance	18,396,748	21,937,381
m. Communication	26,100,649	29,784,823
n. Training and recruitment	29,622,977	33,895,137
o. Net loss on sale of fixed assets/discarded assets	—	599,615
p. Adjustment to the carrying amount of investments	3,807,108	—
q. Conference, exhibition and seminar	16,261,345	41,025,285
r. Information technology expenses	46,803,817	43,284,720
s. Provision for doubtful debts/advances/other current assets	—	16,893,484
t. Commission to channel partners	4,201,949	6,659,218
u. Expenditure on Corporate Social Responsibility (see note 2.36)	11,010,000	12,030,000
v. Miscellaneous expenses	59,505,161	53,746,704
	748,318,208	910,536,698

Notes forming part of the consolidated financial statements

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
Note :		
Directors Remuneration includes :		
Non Executive Directors		
a. Commission	5,500,000	4,800,001
b. Sitting fees	6,208,900	5,530,120
	11,708,900	10,330,121

2.24 FINANCE COST

Bank charges	5,358,559	6,141,904
Interest on short term borrowings	84,325	24,033
	5,442,884	6,165,937

2.25 OPERATING LEASE

Obligations on long-term, non-cancellable operating leases

The Group has acquired office premises under cancellable and non-cancellable operating lease. Operating lease rentals paid during the year ended 31 March, 2017 is ₹ 84,368,949 (Year ended 31 March, 2016 : ₹ 98,662,779). The future minimum lease payments in respect of non-cancellable leases is as follows:

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
Lease obligations payable		
a. Not later than 1 year	14,183,677	22,548,208
b. Later than 1 year but not later than 5 years	6,108,905	6,003,455
	20,292,582	28,551,663

2.26 COMMITMENTS

a. Contingent liabilities

Claims against the Group not acknowledged as debts	6,922,050	7,172,050
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b. Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for in the books of account (net of advances).	3,311,724	3,180,687
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c. Other Commitments

As on 31 March, 2017 the group has outstanding bank guarantee and letter of credits of ₹ 3,605,000 (As at 31 March, 2016 ₹ 14,301,565). These are secured to the extent of ₹ 150,000,000 against all present and future receivables of the Company.

- The Group does not have any pending litigations which would impact its financial position.
- The Group does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

Notes forming part of the consolidated financial statements

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
2.27 Auditors Remuneration (excluding tax) (Refer note below)		
a. As auditors	8,115,448	8,864,445
b. For taxation matters	-	3,145,000
c. For other services	385,000	1,777,631
d. Reimbursement of expenses	578,405	270,078
	9,078,853	14,057,154

Note :

Includes payment to other auditors ₹ 2,115,448 (Year ended 31 March, 2016 : ₹ 2,857,076).

2.28 Earnings per share

a. Profit after taxation available to equity shareholders (Rupees)	626,941,768	324,653,159
b. Weighted average number of equity shares used in calculating basic earnings per share	32,383,724	32,383,724
c. Effect of dilutive issue of shares	-	-
d. Weighted average number of equity shares used in calculating diluted earnings per share	32,383,724	32,383,724
e. Basic earnings per share (Rupees)	19.36	10.03
f. Diluted earnings per share (Rupees)	19.36	10.03

2.29 RELATED PARTY TRANSACTIONS

Key managerial personnel:

- Vishnu R Dusad (Managing Director)
- Ravi Pratap Singh (Whole time Director)
- Kapil Gupta (Director, Subsidiary Company) (till 22 February, 2016)
- Mark McCoy (Director, Subsidiary Company)
- Thomas Zachariah (Director, Subsidiary Company) (w.e.f 17 March, 2016)
- Yasmin Javeri Krishan (Director, Subsidiary Company) (w.e.f 22 February, 2016)
- Nucleus Software Foundation (see note 2.36)

Enterprise over which KMP or Directors are able to exercise significant influence

- Avon Solutions and Logistics Private Limited (w.e.f 17 March, 2016)
- Pelican Legal Solutions Private Limited

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
<u>Transactions with related parties</u>		
a. Managerial remuneration	25,747,150	21,125,811
- Vishnu R Dusad (Managing Director)		
- Ravi Pratap Singh (Whole time Director)		
- Kapil Gupta (Director, Subsidiary Company)		
- Mark McCoy (Director, Subsidiary Company)		
- Thomas Zachariah (Director, Subsidiary Company)		
- Yasmin Javeri Krishan (Director, Subsidiary Company)		

Notes forming part of the consolidated financial statements

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
b. Short term borrowings taken		
- Vishnu R Dusad (Managing Director)	4,000,000	—
c. Short term borrowings repaid		
- Vishnu R Dusad (Managing Director)	4,000,000	—
d. Expenditure on Corporate Social Responsibility		
- Nucleus Software Foundation	11,010,000	12,030,000
e. Software development services and products		
Avon Solutions and Logistics Private Limited	1,917,479	—
f. Interest on short-term borrowings		
- Vishnu R Dusad (Managing Director)	49,425	—
- Thomas Zachariah (Director, Subsidiary Company)	34,900	24,033
g. Communication Expenses		
- Avon Solutions & Logistics Pvt Ltd	349,336	16,452
h. Legal and Professional		
Pelican Legal Solutions Private Limited	2,400,000	—
<u>Outstanding balances as at year end</u>		
a. Interest accrued on short-term borrowings		
- Thomas Zachariah (Director, Subsidiary Company)	—	448,450
b. Trade and other payables		
- Thomas Zachariah (Director, Subsidiary Company)	—	798,358
- Avon Solutions and Logistics Private Limited	—	16,600
- Pelican Legal Solutions Private Limited	210,000	—
- Avon Solutions & Logistics Pvt Ltd	45,000	—
c. Short-term borrowings		
- Thomas Zachariah (Director, Subsidiary Company)	—	7,011,350
d. Trade receivables		
- Avon Solutions & Logistics Pvt Ltd	1,766,084	—

2.30 Research and development expenditure

Expenditure on research and development as per Accounting Standard 26

(i) Revenue	232,635,348	192,293,170
	232,635,348	192,293,170

The Company had been accorded initial recognition for the in-house Research and Development (R&D) unit by the Department of Scientific and Industrial Research (DSIR) for its R&D center at Noida effective 31 December, 2012 which was valid till 31 March, 2015. The Company has further received renewal of recognition for its R&D center for three years starting from 1 April, 2015.

2.31 Segment reporting – Basis of preparation

a. Segment accounting policies

The Segment reporting policy complies with the accounting policies adopted for preparation and presentation of financial statements of the Group and is in conformity with Accounting Standard-17 on “Segment Reporting” specified as per Section 133 of the Companies Act, 2013 (“the 2013 Act”), as applicable. The segmentation is based on the Geographies (reportable primary segment) in which the Group operates and internal reporting systems. The secondary segmentation is based on the nature and type of services rendered.

Notes forming part of the consolidated financial statements

b. Composition of reportable segments

The Group operates in seven main geographical segments: India, Far East, South east Asia, Europe, Middle East, Africa and Australia which individually contribute 10% or more of the Group's revenue and segment assets.

Income and direct expenses in relation to segments are categorised based on items that are individually identifiable to that segment, while the remainder of the costs are categorised in relation to the associated turnover and/or man months. Certain expenses such as depreciation, which form a significant component of total expenses, are not specifically allocable to specific segments as the underlying services are used interchangeably across geographies. The Group believes that it is not practicable to provide segment disclosures relating to those costs and expenses, and accordingly these expenses are separately disclosed as "unallocated" and directly charged against total income.

Segment assets and liabilities represent the net assets and liabilities of that segment. Most of the fixed assets of the Group are located in India. These have not been identified to any of the reportable segments, as these are used interchangeably between segments and across geographies. Other items which are not directly attributable to any particular segment and which cannot be reasonably allocated to various segments are consolidated under "Unallocated" head.

The secondary segmentation is based on the nature and type of services rendered. Accordingly, Secondary Segmentation has been classified under Products and Software Projects and Services. Products revenue includes Income from sale of licenses and all other related customization, implementation, time and material contracts, fixed price contracts and annual technical service for these licenses. Software projects and services includes other time and material contracts and fixed price contracts, whereby no license sale is made by the Group.

Information in respect of primary segment

The profit and loss for reportable primary segment is set out below:

a. For the year ended 31 March, 2017

(Amount in ₹)

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Revenue from operations	1,007,991,109	595,821,015	784,377,963	462,254,346	521,352,353	91,144,013	174,596,718	86,386,028	3,723,923,546
Expenses	588,007,746	359,838,614	717,074,546	327,253,274	277,506,210	42,232,713	86,866,590	37,039,782	2,435,819,475
Segment result	419,983,363	235,982,401	67,303,417	135,001,072	243,846,143	48,911,300	87,730,128	49,346,246	1,288,104,071
Unallocated corporate expenditure									882,635,872
Operating profit before tax									405,468,199
Other income									298,501,833
Profit before tax									703,970,033
Tax Expense									
Net current tax expense									125,978,901
Net deferred tax credit									(48,950,636)
									77,028,265
Profit for the year									626,941,768

b. For the year ended 31 March, 2016

(Amount in ₹)

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Revenue from operations	679,224,504	575,971,090	784,357,626	414,934,834	568,827,785	135,827,740	246,154,092	81,721,125	3,487,018,796
Expenses	585,469,786	287,393,354	665,384,312	289,863,069	274,662,135	69,145,316	106,022,167	44,592,462	2,322,532,601
Segment result	93,754,718	288,577,736	118,973,314	125,071,765	294,165,650	66,682,424	140,131,925	37,128,663	1,164,486,195
Unallocated corporate expenditure									984,799,130
Operating profit before tax									179,687,065
Other income									259,068,787
Profit before tax									438,755,852
Tax Expense									
Net current tax expense									121,955,975
Net deferred tax credit									(7,853,282)
									114,102,693
Profit for the year									324,653,159

Notes forming part of the consolidated financial statements

Assets and liabilities of reportable primary segment are as follows:

a. As at 31 March, 2017 (Amount in ₹)

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Segment assets	336,875,653	106,045,376	338,356,369	78,896,366	115,314,663	31,989,471	14,997,140	100,136,367	1,122,611,404
Unallocated corporate assets									5,380,142,270
Total assets									6,502,753,674
Segment liabilities	454,459,743	21,147,541	91,046,595	75,251,469	212,978,597	67,022,207	39,254,251	9,205,891	970,366,293
Unallocated corporate liabilities									335,688,463
Total liabilities									1,306,054,757
Capital employed									5,196,698,917

b. As at 31 March, 2016 (Amount in ₹)

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Segment assets	516,949,489	145,846,449	273,210,510	84,817,245	143,294,859	56,843,538	12,466,329	103,812,514	1,337,240,933
Unallocated corporate assets									4,471,646,213
Total assets									5,808,887,146
Segment liabilities	344,454,921	69,704,568	263,401,849	79,347,204	231,302,592	78,147,567	32,523,677	20,246,536	1,119,128,912
Unallocated corporate liabilities									120,831,696
Total liabilities									1,239,960,608
Capital employed									4,568,926,538

A listing of capital expenditure, depreciation and other non-cash expenditure of the reportable primary segment are set out below:

a. For the year ended 31 March, 2017 (Amount in ₹)

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Capital expenditure	39,956,131	384,273				212,081		–	40,552,485
Total capital expenditure									40,552,485
Depreciation expenditure	107,155,774	2,408,324	2,212,997			104,067	28,212	195,842	112,105,216
Total depreciation									112,105,216
Segment non-cash expense other than depreciation	(8,314,304)	–	(444,207)	–	1,742,308	4,204,409	–	–	(2,811,795)
Total non cash expenditure other than depreciation	(8,314,304)	–	(444,207)	–	1,742,308	4,204,409	–	–	(2,811,795)

b. For the year ended 31 March, 2016 (Amount in ₹)

Description	India	Far East	South East Asia	Europe	Middle East	Africa	Australia	Others	Total
Capital expenditure	59,338,295	234,120	2,539,754	–	–	268,804	84,501	–	62,465,474
Total capital expenditure									62,465,474
Depreciation expenditure	115,820,944	2,736,816	3,224,463	–	–	34,545	9,323	421,004	122,247,095
Total depreciation									122,247,095
Segment non-cash expense other than depreciation	13,920,080	373,358	(209,971)		(2,271,084)	4,834,752	–	246,347	16,893,483
Total non cash expenditure other than depreciation	13,920,080	373,358	(209,971)	0	(2,271,084)	4,834,752	–	246,347	16,893,483

Notes forming part of the consolidated financial statements

Information in respect of secondary segment

Information for business segments

Description	Products	Software projects and services	(Amount in ₹)
			Total
a. For the year ended 31 March, 2017			
Revenue	2,880,946,170	842,977,376	3,723,923,546
Carrying amount of segment assets	868,488,030	254,123,374	1,122,611,404
b. For the year ended 31 March, 2016			
Revenue	2,616,954,950	870,063,845	3,487,018,796
Carrying amount of segment assets	1,003,579,127	333,661,806	1,337,240,933

Note : The carrying amount of segment assets has been allocated proportionately in ratio of revenue in the related secondary segment.

2.32 Employee Benefit Obligations

Defined contribution plans

An amount of ₹ 109,880,887 for the year ended 31 March, 2017 (Year ended 31 March, 2016 ₹ 99,124,911), have been recognized as an expense in respect of Group's contribution for Provident Fund and other funds and ₹ 440,850 (Year ended 31 March, 2016 ₹ 118,035) for Employee State Insurance Fund deposited with the government authorities and has been shown under employee benefit expenses in the Statement of Profit and Loss.

Defined benefit plans

The Gratuity scheme of the Holding Company and subsidiary companies incorporated in India provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service or part thereof in excess of 6 months subject to a maximum limit of ₹ 1,000,000 in terms of the provisions of the Payment of Gratuity Act, 1972. Vesting occurs upon completion of 5 years of service.

Provision in respect of gratuity and compensated absence has been determined using the Projected Unit Credit method, with actuarial valuations being carried out at the balance sheet date.

The Holding Company and subsidiary companies incorporated in India have made contributions to their respective employees Group Gratuity Assurance Scheme, which has made further contributions to Employees Group Gratuity Scheme of Life Insurance Corporation of India.

Reconciliation of opening and closing balances of the present value of the defined benefit obligation as on 31 March, 2017 :

Particulars	(Amount in ₹)	
	As at 31 March 2017	As at 31 March 2016
a. Change in defined benefit obligations (DBO)		
Obligation at beginning of the year	151,777,435	130,899,767
Current service cost	21,976,622	19,557,892
Interest cost	11,823,945	10,659,678
Actuarial losses/(gains)	6,032,886	9,480,854
Benefits paid	(12,941,758)	(18,820,756)
Obligation at year end	178,669,130	151,777,435
b. Change in Plan Assets		
Plan assets at year beginning, at fair value	140,336,640	128,225,291
Expected return on asset plan	10,792,801	9,856,020
Contributions by employer	16,486,557	19,746,242
Actuarial (losses)/gains	(206,610)	1,329,843
Benefits paid	(12,941,756)	(18,820,756)
Plan assets at year end, at fair value	154,467,632	140,336,640

Notes forming part of the consolidated financial statements

(Amount in ₹)

Particulars		As at 31 March 2017	As at 31 March 2016		
c. Net asset / (liability) recognised in the Balance Sheet					
Present value of defined benefit obligation		178,669,130	151,777,435		
Fair value of plan assets		154,467,632	140,336,640		
Funded status- Surplus/ (Deficit)		(24,201,498)	(11,440,795)		
Unrecognised past service costs		—	—		
Net liability recognised in the Balance Sheet		(24,201,498)	(11,440,795)		
d. Expected employer's contribution next year		21,276,252	21,000,000		
e. Gratuity cost for the year:			(Amount in ₹)		
Particulars		Year ended 31 March 2016	Year ended 31 March 2015		
Current service cost		21,976,622	19,557,892		
Interest cost		11,823,945	10,659,678		
Expected return on asset plan		(10,792,801)	(9,856,020)		
Actuarial losses/(gains)		6,814,707	8,151,009		
Net gratuity cost		29,822,473	28,512,559		
f. Experience adjustment			(Amount in ₹)		
Particulars	Year ended 31 March 2013	Year ended 31 March 2014	Year ended 31 March 2015	Year ended 31 March 2016	Year ended 31 March 2017
Defined benefit obligation	98,409,206	10,943,122	130,899,767	151,777,435	178,669,130
Plan assets	—	—	128,255,291	140,336,640	154,467,632
Surplus/(Deficit)	(98,409,206)	(10,943,122)	(2,644,476)	(11,440,795)	(24,201,498)
Experience adjustment on plan liabilities	(2,428,767)	3,223,503	(409,849)	7,026,656	636,105
Experience adjustment on plan assets	—	—	3,723,990	1,329,845	(206,610)

g. Economic assumptions :

Particulars	Actuarial assumptions for gratuity and long-term compensated absences	
	As at 31 March 2017	As at 31 March 2016
Discount rate	6.90%	7.55%
Salary escalation rate	8.00%	8.00%
Expected return on plan assets	8.00%	8.00%

Discount rate:

The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

Salary escalation rate:

The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

Expected return on plan assets:

The expected rate of return on plan assets is determined after considering several applicable factors such as the composition of the plan assets, investment strategy, market scenario, etc.

Notes forming part of the consolidated financial statements

h. Demographic assumptions

Retirement age	58 years	58 years
Mortality table	IALM Mortality (2006-08)	IALM Mortality (2006-08)

i. Withdrawal rates

Ages - Withdrawal Rate (%)
21-50 years - 20%
51-54 years - 2%
55-57 years - 1%

2.33 Forward contract and option in foreign currency

a. Forward contract outstanding	Buy/Sell	As at 31 March 2017	As at 31 March 2016
In USD	Sell	4,750,000	6,475,000
Equivalent amount in Rupees	Sell	308,037,500	429,033,500
b. Short term loans and advances include net marked to market gain of ₹ 15,591,901 (Previous year ended 31 March, 2016 : ₹ 919,969) relating to forward contracts which are outstanding as at year end. The gain on such forward contract which are designated as effective, aggregating to ₹ 15,591,901/- (Previous year ended 31 March 2016 : gain of ₹ 3,288,988) have been credited to Hedging Reserve. The loss on ineffective contracts aggregating to ₹ Nil (Previous year ended 31 March 2016 : Loss ₹ 2,369,019) has been charged to Statement of Profit and Loss.			

2.34 FUNCTION WISE CLASSIFICATION OF STATEMENT OF PROFIT AND LOSS

(Amount in ₹)		
Particulars	Year ended 31 March 2017	Year ended 31 March 2016
Software development services and products	3,723,923,546	3,487,018,796
Software development expenses	2,454,656,406	2,248,866,366
Gross Profit	1,269,267,140	1,238,152,430
Selling and marketing expenses	365,085,760	537,540,664
General and administration expenses	386,607,964	398,677,606
Operating profit before depreciation	517,573,416	301,934,160
Depreciation and amortisation expense	112,105,216	122,247,095
Operating profit after depreciation	405,468,200	179,687,065
Other income	298,501,833	259,068,787
Profit before tax	703,970,033	438,755,852
Tax expense:		
Net current tax expense	125,978,901	121,955,975
Net deferred tax credit	(48,950,636)	(7,853,282)
Profit for the year	626,941,768	324,653,159

Notes forming part of the consolidated financial statements

2.35 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share of profit/ (loss)	
	As % of consolidated net assets	Amount in INR	As % of consolidated profit or loss	Amount in INR
Nucleus Software Exports Limited (Consolidated)	100.00%	5,196,698,917	100.00%	626,941,768
Parent Company				
Nucleus Software Exports Limited	88.19%	4,582,941,600	100.30%	628,830,677
Indian Subsidiaries				
1. Virstra I Technology Services Limited	2.78%	144,248,482	-17.43%	(109,304,367)
2. Nucleus Software Limited	3.23%	168,102,343	-1.14%	(7,156,614)
3. Avon Mobility Solutions Pvt. Ltd.	0.07%	3,379,132	-1.22%	(7,672,734)
Foreign Subsidiaries				
1. Nucleus Software Inc., USA	1.41%	73,124,823	0.72%	4,492,452
2. Nucleus Software Australia Pty. Limited	-0.03%	(1,574,841)	-9.88%	(61,920,264)
3. Nucleus Software Netherlands B.V.	0.04%	2,285,599	0.64%	4,018,266
4. Nucleus Software Japan K.K	0.95%	49,453,038	6.27%	39,281,083
5. Nucleus Software Solutions Pte. Ltd, Singapore	3.34%	173,444,011	24.48%	153,473,046
6. Nucleus Software South Africa Pty. Ltd.	0.02%	1,294,730	-2.73%	(17,099,776)

2.36 EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITY

(Amount in ₹)

Particulars	Year ended 31 March, 2017	Year ended 31 March, 2016
Gross amount required to be spent by Group during the year ended 31 March, 2017 / 31 March, 2016 :	12,099,791	15,016,881
Amount spent during the year on purposes other than Construction/acquisition of any asset	11,010,000	12,030,000
Details of related party transactions:		
Nucleus Software Foundation	11,010,000	12,030,000

2.37 ADDITIONAL DISCLOSURES RELATED TO CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
(i) Goodwill on consolidation		
Opening Balance	31,704,781	—
Add: On acquisition of subsidiary during the year	—	31,704,781
Closing balance	31,704,781	31,704,781
(ii) The effect of acquisition of subsidiary		
The effect of acquisition of subsidiary on the financial position and results as included in the Consolidated Financial Statements is given below:		
<u>Liabilities as at 17 March 2016</u>		
- Current liabilities	—	15,072,884

Notes forming part of the consolidated financial statements

(Amount in ₹)

Particulars	As at 31 March, 2017	As at 31 March, 2016
Assets as at 17 March 2016		
- Non-current assets	—	1,707,038
- Current assets	—	861,785
Revenue for the period ended March 31, 2016	—	58,731
Expenses for the period ended March 31, 2016	—	514,931
Loss before tax for the period ended March 31, 2016	—	(456,200)
Loss after tax for the period ended March 31, 2016	—	(444,234)

(iii) On March 17, 2016, the Company has acquired 96% stake in Avon Mobility Solutions Pvt. Ltd. ('Avon'), a Mobile Technology Solutions provider for a purchase consideration of ₹ 19,200,720. The Company has also taken over Avon's net liabilities aggregating to ₹ 12,504,061. Further, the Company has an option to acquire the remaining 4% shares of Avon as per terms and conditions of share purchase agreement executed with the shareholders of Avon. During the year ended March 31 2017, the Company has further subscribed 2,350,000 11% redeemable preference shares of face value of ₹ 10 per share, for a minimum tenor of 5 years and maximum tenor of 20 years.

(iv) The losses applicable to the minority in a consolidated subsidiary exceed minority interest in the equity of the subsidiary.

2.38 Disclosure under schedule III of Companies Act, 2013 for transaction in Specified Bank Notes (SBN's) and other denomination notes during the period 08 November, 2016 to 30 December, 2016 :

Information pursuant to G.S.R. 308(E) dated 30 March 2017	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	95,500	49,125	144,625
(+) Permitted receipts	18000 *	280,690	298,690
(-) Permitted payments	—	213,093	213,093
(-) Amount deposited in Banks	113,500	—	113,500
Closing cash in hand as on 30.12.2016	—	116,722	116,722

*Imprest in hand with employees.

Note: For the purpose of this disclosure, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated 8 November 2016

2.39 During the year ended 31 March, 2017 as per provision of Income-tax Act, 1961, the Holding Company has taken credit of corporate dividend tax aggregating ₹ Nil (Previous year ₹ 17,304,300) on account of tax paid on dividend received from one of its subsidiaries.

2.40 Previous year figures were audited by another firm of chartered accountants.

2.41 Previous year figures have been regrouped/ reclassified wherever necessary to correspond with the current year classification/ disclosure.

For **For B S R & ASSOCIATES LLP**

Chartered Accountants

Firm Registration Number : 116231W/W-100024

Sd/-

RAKESH DEWAN

Partner

Membership number : 092212

For and on behalf of the Board of Directors

NUCLEUS SOFTWARE EXPORTS LIMITED

Sd/-

JANKI BALLABH

Chairman

Sd/-

ASHISH NANDA

Chief Financial Officer

Sd/-

VISHNU R DUSAD

Managing Director &
Chief Executive Officer

Sd/-

POONAM BHASIN

AVP (Secretarial) &
Company Secretary

Place : New Delhi

Date : 25 April, 2017

Place : New Delhi

Date : 25 April, 2017

FORM AOC -1

Statement containing salient features of the financial statement of subsidiaries

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

1	Name of the subsidiary	NUCLEUS SOFTWARE AUSTRALIA PTY LTD wholly owned subsidiary	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 April, 2016 to 31 March, 2017	
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	AUD = INR 49.58	
		AUD	INR
4	Share capital	100,000	4,958,000
5	Reserves & surplus	102,894	5,101,485
6	Total assets	301,308	14,938,851
7	Total Liabilities	98,414	4,879,366
8	Investments	-	-
9	Turnover	1,327,807	65,832,671
10	Profit/(Loss) before taxation	132,757	6,582,107
11	Provision for taxation	32,446	1,608,673
12	Profit/(Loss) after taxation	100,311	4,973,435
13	Proposed Dividend	-	-
14	% of shareholding	100%	100%

1	Name of the subsidiary	NUCLEUS SOFTWARE NETHERLANDS B.V. wholly owned subsidiary	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 April, 2016 to 31 March, 2017	
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Euro = INR 69.29	
		Euro	INR
4	Share capital	750,000	51,967,500
5	Reserves & surplus	(715,953)	(49,608,383)
6	Total assets	40,837	2,829,596
7	Total Liabilities	6,790	470,479
8	Investments	-	-
9	Turnover	77,163	5,346,624
10	Profit/(Loss) before taxation	(11,652)	(807,367)
11	Provision for taxation	-	-
12	Profit/(Loss) after taxation	(11,652)	(807,367)
13	Proposed Dividend	-	-
14	% of shareholding	100%	100%

1	Name of the subsidiary	NUCLEUS SOFTWARE INC. wholly owned subsidiary	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 April, 2016 to 31 March, 2017	
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	USD = INR 64.85	
		USD	INR
4	Share capital	350,000	22,697,500
5	Reserves & surplus	800,537	51,914,824
6	Total assets	1,191,986	77,300,292
7	Total Liabilities	41,449	2,687,968
8	Investments	-	-
9	Turnover	242,807	15,746,034
10	Profit/(Loss) before taxation	18,298	1,186,625
11	Provision for taxation	7,814	506,738
12	Profit/(Loss) after taxation	10,484	679,887
13	Proposed Dividend	-	-
14	% of shareholding	100%	100%

1	Name of the subsidiary	NUCLEUS SOFTWARE SOLUTIONS PTE LTD wholly owned subsidiary	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 April, 2016 to 31 March, 2017	
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	SGD = INR 46.41	
		SGD	INR
4	Share capital	625,000	29,006,250
5	Reserves & surplus	2,639,626	122,505,043
6	Total assets	6,269,693	290,976,452
7	Total Liabilities	3,005,067	139,465,159
8	Investments	-	-
9	Turnover	14,627,898	678,880,746
10	Profit/(Loss) before taxation	331,528	15,386,214
11	Provision for taxation	121,312	5,630,090
12	Profit/(Loss) after taxation	210,216	9,756,125
13	Proposed Dividend	-	-
14	% of shareholding	100%	100%

1	Name of the subsidiary	NUCLEUS SOFTWARE JAPAN KABUSHIKI KAISHA wholly owned subsidiary	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 April, 2016 to 31 March, 2017	
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	JPY = INR 0.5800	
		JPY	INR
4	Share capital	10,000,000	5,800,000
5	Reserves & surplus	63,913,797	37,070,002
6	Total assets	138,934,272	80,581,878
7	Total Liabilities	65,020,475	37,711,876
8	Investments	-	-
9	Turnover	475,785,979	275,955,868
10	Profit/(Loss) before taxation	39,296,658	22,792,062
11	Provision for taxation	11,866,571	6,882,611
12	Profit/(Loss) after taxation	27,430,087	15,909,450
13	Proposed Dividend	-	-
14	% of shareholding	100%	100%

1	Name of the subsidiary	NUCLEUS SOFTWARE SOUTH AFRICA PTY. LTD. wholly owned subsidiary	
2	Reporting period for the subsidiary concerned, if different from	1 April, 2016 to 31 March, 2017	
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	JPY = INR 0.5800	
		ZAR	INR
4	Share capital	612,000	2,968,200
5	Reserves & surplus	349,896	1,696,996
6	Total assets	1,284,817	6,231,362
7	Total Liabilities	322,921	1,566,166
8	Investments	-	-
9	Turnover	3,807,482	18,466,288
10	Profit/(Loss) before taxation	267,463	1,297,196
11	Provision for taxation	74,890	363,217
12	Profit/(Loss) after taxation	192,573	933,979
13	Proposed Dividend	-	-
14	% of shareholding	100%	100%

1	Name of the subsidiary	NUCLEUS SOFTWARE LIMITED wholly owned subsidiary	
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 April, 2016 to 31 March, 2017	
			INR
3	Share capital		100,000,000
4	Reserves & surplus		(11,106,914)
5	Total assets		149,642,270
6	Total Liabilities		81,796,922
7	Investments		21,047,738
8	Turnover		10,920,744
9	Profit/(Loss) before taxation		4,255,081
10	Provision for taxation		490,947
11	Profit/(Loss) after taxation		3,764,134
12	Proposed Dividend		-
13	% of shareholding		100%

1	Name of the subsidiary	VIRSTRA I-TECHNOLOGY SERVICES LIMITED wholly owned subsidiary
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 April, 2016 to 31 March, 2017
		INR
3	Share capital	10,000,000
4	Reserves & surplus	144,802,638
5	Total assets	55,271,796
6	Total Liabilities	16,616,941
7	Investments	116,147,783
8	Turnover	152,496,149
9	Profit/(Loss) before taxation	59,792,356
10	Provision for taxation	19,280,915
11	Profit/(Loss) after taxation	40,511,441
12	Proposed Dividend	-
13	% of shareholding	100%

1	Name of the subsidiary	AVON MOBILITY SOLUTIONS PVT. LTD. Subsidiary
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 April, 2016 to 31 March, 2017
		INR
3	Share capital	23,611,100
4	Reserves & surplus	(20,732,129)
5	Total assets	5,222,101
6	Total Liabilities	2,343,130
7	Investments	-
8	Turnover	8,809,144
9	Profit/(Loss) before taxation	(8,094,592)
10	Provision for taxation	(421,858)
11	Profit/(Loss) after taxation	(7,672,734)
12	Proposed Dividend	-
13	% of shareholding	96%

Place : New Delhi
Date : 25 April, 2017

For and on behalf of the Board of Directors

NUCLEUS SOFTWARE EXPORTS LIMITED

Sd/-

JANKI BALLABH
Chairman

Sd/-

VISHNU R DUSAD
Managing Director &
Chief Executive Officer

Sd/-

ASHISH NANDA
Chief Financial Officer

Sd/-

POONAM BHASIN
AVP (Secretarial) &
Company Secretary

SHAREHOLDERS' REFERENCER

Shareholders' Referencer

A. Corporate

- Nucleus was incorporated in New Delhi in 1989 as Nucleus Software Exports Private Limited, as per the Indian Companies Act, 1956. The Company became a Public Limited Company in 1994.
- The Company made an IPO in August 1995. 1,168,900 equity shares, face value ₹ 10/-each were issued to Indian public at a premium of ₹ 40/- per share and 331,500 equity shares, face value ₹ 10/-each, were issued to Non Resident Indians at a premium of ₹ 50/- per share.
- History of Bonus issues at Nucleus is as follows:

Allotment Date	Ratio	No. of Shares
September 24, 1994	60:1	876,000
December 27, 1994	57:100	576,270
October 22, 2001	1:2	2,637,050
August 10, 2004	1:1	8,045,406
August 8, 2007	1:1	16,182,312

- The Company's Registered Office is situated at 33-35, Thyagraj Market, New Delhi-110003, India and Corporate office at A-39, Sector 62, Noida 201 301, India.

B. Preferential Issue

The Company had allotted 1,875,500 equity shares of ₹ 10/- each on preferential basis to the promoter/associates and permanent employees of the Company at a price of ₹ 103.15/- per share inclusive of share premium on June 22, 2001.

C. Share Related Data

- Shares of Nucleus are listed on The National Stock Exchange of India Limited and BSE Ltd.
- Scrip Code of Nucleus on NSE is NUCLEUS and on BSE is 531209. The Company's shares are traded in "Group B" category at the BSE Ltd.
- International Securities Identification Number (ISIN code- NSDL and CDSL) is INE096B01018.
- Face value of the Company's equity shares is ₹ 10.
- Shares of the Company are compulsorily traded in demat form.
- 99.59% of the Company's equity shares are in demat form.
- The Company had 18,951 shareholders as on March 31, 2017.
- The Company has not issued any GDRs/ADR.
- The Company launched ESOP (2015) scheme during FY 2014-15 via trust route. There are no options granted under the scheme as on March 31, 2017.

D. Dividend Related Data

i. Dividend Policy

The Dividend Policy of your Company stipulates a dividend pay out in the range of 15-30% of the profits available for distribution, subject to:

- Provisions of The Companies Act, 2013 and other applicable laws, and
- Cash flows of the Company

The Board of Directors reviews the Dividend Policy periodically.

ii. Dividend Recommended for FY 17

The Board of Directors recommended a Final Dividend of ₹ 5/- per share on equity share capital (50% on equity share of par value of ₹ 10/-) at their meeting held on April 25, 2017. The payment is subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company.

iii. Dividend History

The Dividend declared and paid in the previous financial years is given below:

Financial Year	Dividend		
	Percentage (%)	Per Share (in ₹)	Pay out (In ₹ crore)
2015-16	50%	5.00	16.19
2014-15	50%	5.00	16.19
2013-14	60%	6.00	19.44
2012-13	30%	3.00	9.72
2011-12	25%	2.50	8.10
2010-11	25%	2.50	8.10
2009-10	25%	2.50	8.10
2008-09	25%	2.50	8.09
2007-08*	30%	3.00	9.71
2006-07	35%	3.50	5.64
2005-06	35%	3.50	5.64
2004-05*	25%	2.50	4.02
2003-04	25%	2.50	2.01
2000-01	20%	2.00	0.68

* The dividend payout in 2004-05 and 2007-08 was on the enhanced capital consequent to 1:1 bonus issue made during the respective years.

The Board had not recommended any Dividend prior to financial year 2000-2001.

iv. Investor Education & Protection Fund (IEPF)

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. The Company has sent notice to all the members whose Dividends are lying unpaid / unclaimed against their name for seven consecutive years or more. Members are requested to claim the same on or before June 30, 2017. In case the dividends are not claimed by the said date, necessary steps will be initiated by the Company to transfer such shares without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5.

Shareholders' Referencer

Unclaimed dividends for the financial years, 2001-2002, 2002-03, 2003-04, 2004-05 2005-06, 2006-07 a 2007-08 and 2008-09 have been transferred to the IEPF.

The dates for declaration of dividend for each financial year and due dates for transfer to IEPF Account is mentioned herein below:

Financial Year	Date of Declaration of Dividend	Last date for claiming unpaid Dividend	Due date for transfer to IEPF
2009-10 (Final)	June 24, 2010	June 23, 2017	July 22, 2017
2010-11 (Final)	July 08, 2011	July 07, 2018	August 6, 2018
2011-12 (Final)	July 11, 2012	July 10, 2019	August 9, 2019
2012-13 (Final)	July 10, 2013	July 9, 2020	August 8, 2020
2013-14 (Final)	July 10, 2014	July 9, 2021	August 8, 2021
2014-15 (Final)	July 8, 2015	July 07, 2022	August 6, 2022

Shareholders who have not encashed their dividend warrant(s) relating to one or more of the financial year (s) are requested to claim such dividend from Registrars of the Company at the following address:

Karvy Computershare Pvt. Ltd.

Karvy Selenium Tower B, Plot number 31 & 32,
Financial District, Nanakramguda, Serilingampally Mandal,
Hyderabad – 500032, India
Tel: 040-23420815-18
Fax: 040-23420814
E-mail: mailmanager@karvy.com

E. Stock Market Data

i. BSE Ltd.

Monthly open, close, high and low quotations and volume of the Company's shares traded at BSE Ltd. during the year 2016-17

Date	Open	High	Low	Close	Traded Qty.
(Share Price in ₹)					
Apr-16	192.60	213.50	191.60	201.10	189,133
May-16	204.00	223.90	196.80	203.30	256,633
Jun-16	205.00	228.00	202.00	224.80	196,219
July-16	227.90	232.10	193.00	194.00	128,965
Aug-16	195.00	200.00	177.50	189.75	110,577
Sep-16	190.00	193.00	171.00	174.50	91,463
Oct-16	177.75	233.90	175.20	217.15	644,451
Nov-16	216.80	268.70	180.50	268.70	620,526
Dec-16	272.00	303.30	236.20	256.30	2,760,195
Jan-17	258.85	299.85	255.35	257.60	1,178,682
Feb-17	256.95	279.80	255.50	272.50	346,863
Mar-17	273.00	278.00	237.55	244.95	359,383
Total Shares traded	6,883,090				

ii. National Stock Exchange of India Ltd.

Monthly open, close, high and low quotations and volume of the Company's shares traded at National Stock Exchange of India Ltd. during the year 2016-17

Date	Open	High	Low	Close	Traded Qty.
(Share Price in ₹)					
Apr-16	193.85	213.50	191.25	200.60	1,126,417
May-16	200.35	223.95	195.70	202.95	2,008,684
Jun-16	205.80	229.00	203.45	225.60	1,310,137
July-16	225.60	233.65	192.90	194.05	977,645
Aug-16	195.10	199.75	180.95	190.45	676,527
Sep-16	188.75	193.65	165.20	175.55	699,524
Oct-16	175.00	233.45	174.00	216.60	3,821,104
Nov-16	217.00	269.85	179.00	269.85	3,139,719
Dec-16	271.90	303.00	236.25	256.10	11,868,284
Jan-17	257.00	299.90	255.15	259.10	6,204,412
Feb-17	260.00	280.35	255.25	271.70	1,778,540
Mar-17	272.50	277.90	236.20	246.20	2,021,443
Total Shares traded	35,632,436				

Notes:

- The highest share price of the Nucleus scrip at BSE was ₹ 303.30 in December 2016 and the lowest share price was ₹ 171.00 in September 2016.
- The highest share price of the Nucleus scrip at National Stock Exchange was ₹ 303.00 in December 2016 and the lowest share price was ₹ 165.20 in September 2016.
- Quarterly high-low price history of the Company's share for the year 2016-17**

(Share Price in ₹)

	BSE		NSE	
	High	Low	High	Low
During Quarter ended				
June 30, 2016	228.00	191.60	229.00	191.25
September 30, 2016	232.10	171.00	233.65	165.20
December 31, 2016	303.30	175.20	303.00	174.00
March 31, 2017	299.85	237.55	299.90	236.20

F. Financial Reporting to the Shareholders

i Quarterly/Annual Results

- The Company releases Quarterly Report for each quarter (except fourth quarter) in the form of soft copy and is uploaded on the Company's website www.nucleussoftware.com. This ensures prompt information to the shareholders and also contributes in saving paper thus saving trees and making the planet greener.

These reports contain audited financials of the parent Company along with the Auditors Report thereon; Unaudited consolidated financials of the Company and subsidiaries and a detailed analysis of results under "Management's Discussion and Analysis".

Shareholders' Referencer

- The Company communicates quarterly/annual financial results via email to all its shareholders who have valid e-mails ids registered with their Depository Participants (DP).
- The Company sends an instant email alert of the quarterly/annual financial results, to all persons who get themselves registered on the Company's website.
- Earnings conference calls are conducted after announcement of quarterly/annual financial results wherein the Management updates the investor community on the progress made by the Company and also answers their queries. The audio as well as the transcript of the call is uploaded on the website www.nucleussoftware.com, for public information.
- The Company publishes official news releases and they are also uploaded on the website www.nucleussoftware.com. The Company uses a wide array of communication tools including face-to-face, online and offline channels to ensure that information reaches all the stakeholders in their preferred medium.

G. Investors' Services

i. Details of request/complaints received during the year 2016-17:

Nature of complaints / requests	No. of complaints/requests		
	Received during the year	Resolved during the year	Pending at the year end
Non- Receipt of Dividend Warrant	16	16	Nil
Duplicate/ Revalidation of Dividend warrants	50	50	Nil
Issue of duplicate share certificates	0	0	Nil
Non receipt of share certificate	1	1	Nil
Non-Receipt of Annual Report	5	5	Nil

The Company has attended to most of the investor's grievances/correspondence within a period of 7-10 days from the date of receipt of the same, during the year 2016-17

ii. Registrars of Company

Share Transfers in physical form and other communication regarding share certificates, dividends, de-materialization of physical shares and change of address may be addressed to the Registrars of the Company at the address as given earlier in this Shareholders' Referencer.

iii. Share Transfer System

The Company's shares are currently traded in dematerialised form; transfers are processed and approved in the electronic form by NSDL/CDSL through their Depository Participants.

The Stakeholder Relationship Committee is authorised to approve transfer of shares, which are received in physical form, and the said Committee approves transfer of shares.

The Company obtains from a Company Secretary in practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40 (9) of the SEBI (LODR) Regulations, 2015 and files a copy of the certificate with the Stock Exchanges

iv. Dematerialization of Shares and Liquidity

The Company shares are tradeable compulsorily in the Electronic form. Through Karvy Computershare Pvt. Ltd., Registrar and Share Transfer agents, we have established connectivity with both the depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd. (CDSL)

All requests for dematerialisation of shares are processed and confirmation is given to the respective Depositories within 15 days.

The Company has De-materialised 32,383,724 shares (99.59%) of the paid up share capital) as at March 31, 2017.

To enable us to serve our investors better, we request our shareholders whose shares are in physical mode to dematerialize their shares and update their bank accounts with the respective depository participants.

v. Investor Service and Grievance Handling Mechanism

The largest Registrar in the country, Karvy Computershare Private Ltd., handles all share related transactions viz. transfer, transmission, transposition, nomination, dividend, change of name/address / signature, registration of mandate / Power of attorney, replacement/split consolidation of share certificates / demat / remat of share issue of duplicate certificates etc.

Report on shareholders' requests/grievances received and resolved is placed before the Stakeholder Relationship Committee.

Investors are requested to correspond directly with Karvy, on all share related matters. The Company has an established mechanism for investor service and grievance handling with Karvy and the Compliance Office of the Company.

vi. Designated e-mail Address for Investor Services

In terms of Regulations 13 and 46 of the SEBI (LODR) Regulations, 2015, the designated e-mail address for investor complaints is investorrelations@nucleussoftware.com

vii. Reconciliation of Share Capital

A qualified practising Company Secretary carries out Secretarial Audit every quarter to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. and the total issued and listed capital. The audit confirms that the total issued / paid up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

viii. Legal Proceedings

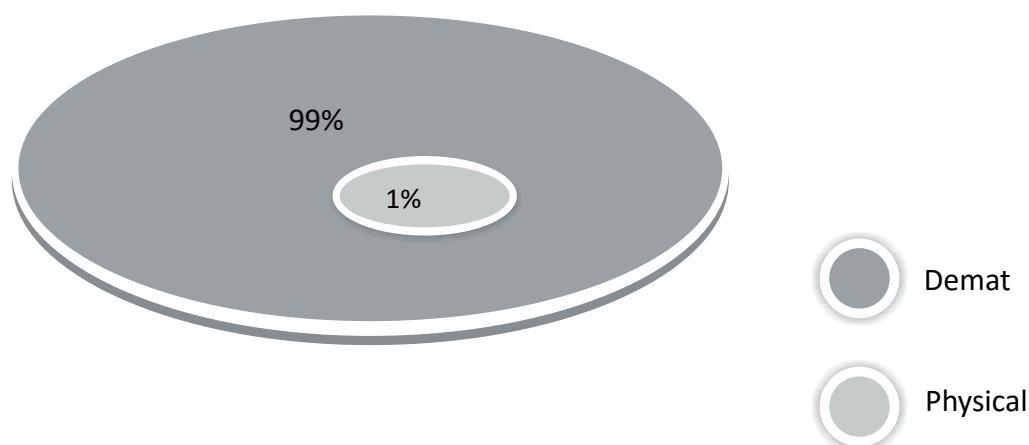
There is one legal proceeding pending against the Company in Court.

Shareholders' Referencer

H. Shareholding Data

i. Distribution of Shareholding

No. of Equity Shares Held		As on March 31, 2017				As on March 31, 2016			
		Share Holders		Shares		Share Holders		Shares	
From	To	(Nos.)	%	(Nos.)	%	(Nos.)	%	(Nos.)	%
1	100	12,000	63.32	5,22,302	1.61	10,719	62.11	460,662	1.42
101	200	2,266	11.96	3,90,072	1.20	2,132	12.35	370,572	1.14
201	500	2,216	11.69	7,99,097	2.47	2,034	11.78	739,638	2.28
501	1,000	1,240	6.54	956,178	2.95	1,213	7.03	936,169	2.89
1,001	5,000	999	5.27	2,129,408	6.58	932	5.40	2,058,018	6.36
5,001	10,000	125	0.66	883,592	2.73	127	0.74	891,531	2.76
10,001	and above	105	0.56	26,703,075	82.46	100	0.59	26,927,134	83.15
Total		18,951	100.00	32,383,724	100.00	17,257	100.00	32,383,724	100.00



ii. Categories of Shareholders

Category	As on March 31, 2017			As on March 31, 2016		
	Share Holders (Nos.)	Voting Strength (%)	Shares Held (Nos.)	Share Holders (Nos.)	Voting Strength (%)	Shares Held (Nos.)
Promoter and Promoter Group	11	60.62	19,631,866	11	60.62	19,631,866
Individuals	18,012	24.72	8,003,567	16,303	24.08	7,798,541
Bodies Corporate	401	2.70	874,415	529	2.94	951,647
NRI's	503	2.07	670,261	395	1.97	636,360
FII's	18	8.49	2,750,733	14	8.84	2,863,669
Mutual Funds	3	1.26	408,507	3	1.26	408,507
Banks and Financial Institutions	3	0.14	44,375	2	0.29	93,134
Total	18,951	100	32,383,724	17,257	100	32,383,724

Shareholders' Referencer

iii. Shares under Lock-in

There are no shares under Lock in as on March 31, 2017

iv. Share Transfers, Demat and Remat :

The details of shares transferred in physical form, dematerialised and rematerialised during the year ended March 31, 2017 are given below:

No. of Shares	
Transferred in physical form	Nil
Dematerialised	15
Rematerialised	Nil

I. Directors, Senior Management and Employees of the Company

The Directors of the Company and executive officers including of Subsidiaries, their respective ages and their respective positions with the Company are as follows:

i. Management Structure

Name	Position	Age (In Yrs.)
Janki Ballabh	Chairman	74
Vishnu R Dusad	Managing Director & CEO	60
R.P Singh	Executive Director & President-Products	54
S. M. Acharya	Independent Director	68
Ritika Dusad	Non Executive Director	27
Prithvi Haldea	Independent Director	66
Elaine Mathias	Independent Director	63
Prof. Trilochan Sastry	Independent Director	56
N. Subramaniam	Independent Director	56
Avnish Datt	Global Head- Strategy	49
Pankaj Bhatt	Global Head - Professional Services	54
Ashish Nanda	Chief Financial Officer	43
Ashutosh Pande	Head - Financial Inclusion	51
Pradeep Kapoor	Global Head - Corporate Affairs	58
Anurag Mantri	Senior Vice President	48
Anurag Bhatia	Senior Vice President	51
Parag Bhise	Senior Vice President	52
Abhilash Lal	Vice President	53
Anil Kumar	Vice President	51
Anurag Pandey	Vice President	43
Ashish Nayyar	Vice President	46
Ashutosh Arvind Kapuskar	Vice President	60
Ashwani Arora	Vice President	44
Brajesh Khandelwal	Vice President	47
Daragh Patrick O'byrne	Vice President	45
Dinesh Kumar Verma	Vice President	45
Jitesh Malik	Vice President	47
K D Singh	Vice President	46
Lokesh Chandra Pathak	Vice President	42
Megha Dalela	Vice President	43
Percy Eric Thaver	Vice President	43
Raj Kumar Srivastava	Vice President	48
Rajagopalan Venkatraman	Vice President	47
Rakesh Rawat	Vice President	48

Name	Position	Age (In Yrs.)
Ramesh Gopal	Vice President	49
Sanjeev Kulshreshtha	Vice President	53
Sarbpreet Singh Anand	Vice President	45
Vijay Kumar Sharma	Vice President	52

ii. Employee Structure

a) Employee strength globally including employees of subsidiaries

As at March, 31	2017		2016	
	No	%	No	%
Technical Staff	1,423	85	1,287	82
Non-Technical Staff including Business Development Group	242	15	278	18
Grand Total	1,665	100	1,565	100

Gender classification of employees is:-

As at March, 31	2017		2016	
	No	%	No	%
Male	1,240	74	1,202	77
Female	425	26	363	23
Grand Total	1,665	100	1,565	100

b) The age profile of employees -

As at March, 31	2017		2016	
	No	%	No	%
Between 20 and 25 years	175	10	414	26
Between 26 and 30 years	529	32	396	25
Between 31 and 40 years	641	38	574	37
Between 41 and 50 years	277	17	153	10
51 years and above	43	3	28	2
Grand Total	1,665	100	1,565	100

J. Financial Calendar for the year 2017-18

(Tentative and subject to change)

i. Financial Reporting

First quarter ending June 30, 2017	between 15th to 31st of July 2017
Second quarter ending September 30, 2017	between 15th to 31st of October 2017
Third quarter ending December 31, 2017	between 15th to 31st of January 2018
Year ending March 31, 2018	between 20th to 30th of April 2018

ii. Annual General Meeting

Year ending March 31, 2017	July 8, 2017
Year ending March 31, 2018	July, 2018

iii. Dividend

Date of Book Closure for AGM	July 3, 2017 to July 8, 2017 (both days inclusive)
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iv. The fiscal year of Nucleus is from April 1 to March 31.

Shareholders' Referencer

K. Shareholder Satisfaction Survey

Your Company is in constant endeavor to offer better and prompt services to its shareholders and in an effort to achieve this objective, a Shareholder Satisfaction Survey is conducted, to assess the level of satisfaction among Nucleus shareholders and identify areas of strengths and weakness of Nucleus perceived by the shareholders.

A Shareholder Satisfaction Survey is conducted through a shareholder feedback form uploaded on investors section of the Company website, for online filing. It is our constant endeavor to provide efficient and prompt services to the shareholders. responses received through this survey it help us :

- o to assess the level of satisfaction among Nucleus shareholders and
- o identify areas of strengths and weakness of Nucleus as perceived by the shareholders.

L. Frequently Asked Questions

i. Dividend

What is the ECS facility and how does it work?

Reserve Bank of India's Electronic Clearance Service (ECS) Facility provides investors an option to collect dividend/ interest directly through their bank accounts rather than receiving the same through post. Under this option, investor's bank account is directly credited and an advice thereof is issued by the Company after the transaction is effected. The concerned bank branch credits investor's account and indicate the credit entry as "ECS" in his/ her passbook / statement of account. If any investor maintains more than one bank account, payment can be received at any one of his / her accounts as per the preference of the investor. The investor does not have to open a new bank account for the purpose.

What are the benefits of ECS facility?

Some of the major benefits of ECS Facility are:

- a. Shareholder need not make frequent visits to his bank for depositing the physical paper instruments.
- b. Prompt credit to the bank account of the investor through electronic clearing at no extra cost.
- c. Exposure to delays / loss in postal service avoided.
- d. As there can be no loss in transit of warrants, issue of duplicate warrants is avoided.
- e. Fraudulent encashment of warrants is avoided.

How to avail ECS facility?

Investors holding shares in physical form may send their ECS Mandate Form, duly filled in, to the Company's R&T Agent. ECS Mandate Form is enclosed for immediate use of investors. The Form may also be downloaded from the Company's website under the section "Investors". However, if shares are held in dematerialised form, ECS mandate has to be sent to the concerned Depository Participant (DP) directly, in the format prescribed by the DP.

Can ECS Facility be opted out by the investors?

ECS would be an additional mode of payment. Investors have the right to opt out from this mode of payment by giving an advance notice of four weeks either to the

Company's R&T Agent or to the concerned DP, as the case may be.

What is payment of dividend through NEFT Facility and how does it operate?

NEFT denotes payment of dividend electronically through RBI clearing to selected bank branches, which have implemented Core Banking solutions (CBS). This extends to all over the country, and is not necessarily restricted to the 68 designated centres where payment can be handled through ECS. To facilitate payment through NEFT, the shareholder is required to ensure that the bank branch where his/her account is operated, is under CBS and also records the particulars of the new bank account with the DP with whom the demat account is maintained.

What should one do in case he does not receive dividend?

Shareholders may write to the Company's R&T Agent furnishing the particulars of the dividend not received and quoting the folio number/client ID particulars (in case of dematerialized shares). The R&T Agent shall check the records and issue duplicate dividend warrant if the dividend remains unpaid in the records of the Company after expiry of the validity period of the warrant. The Company would request the concerned shareholders to execute an indemnity before issuing the duplicate warrant. If the validity period of the lost dividend warrant has not expired, shareholders will have to wait till the expiry date since duplicate warrant cannot be issued during the validity of the original warrant. On expiry of the validity period, if the dividend warrant is still shown as unpaid in records of the Company, duplicate warrant will be issued. However, duplicate warrants will not be issued against those shares wherein a 'stop transfer indicator' has been instituted either by virtue of a complaint or by law, unless the procedure for releasing the same has been completed. No duplicate warrant will be issued in respect of dividends, which have remained unpaid / unclaimed for a period of seven years in the unpaid dividend account of the Company as they are required to be transferred to the demat account created by Investor Education and Protection Fund (IEPF) Authority as per IEPF Rules 2016.

Why should one wait till the expiry of the validity period of the original warrant?

Since the dividend warrants are payable at par at several centers across the country, banks do not accept stop payment' instructions. Hence, shareholders have to wait till the expiry of the validity of the original warrant.

How to get dividend by direct electronic deposit to bank account?

While opening accounts with Depository Participants (DPs), shareholders are required to give details of their Bank Accounts, which will be used by the Company for direct credit of the dividend to the respective accounts. However, members who wish to receive dividend in an Account other than the one specified while opening the Depository Account may notify their DPs about any change in Bank account details. Members are requested to furnish complete details of their bank accounts including MICR codes of their banks to their DPs.

Shareholders' Referencer

ii. Dematerialization/Rematerialisation

What is De-materialisation of shares?

Dematerialisation (Demat) is the process by which securities held in physical form evidencing the holding of securities by any person are cancelled and destroyed and the ownership thereof is entered into and retained in a fungible form on a depository by way of electronic balances. The two depositories presently functioning in India are National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Why dematerialise shares? What are the benefits of Dematerialising the Share Certificate?

SEBI has notified various companies whose shares shall be traded in demat form only. By virtue of such notification, the shares of the Company are also subject to compulsory trading only in demat form on the stock exchange.

Benefits of Demat

- Elimination of bad deliveries.
- Elimination of all risks associated with physical certificates.
- No stamp duty on transfers.
- Faster settlement cycle.
- Immediate transfer/trading of securities.
- Faster disbursement of non-cash corporate benefits like rights, bonus etc.
- Lower brokerage is charged by many brokers for trading in dematerialised securities.
- Periodic status reports and information available on Internet.
- Ease related to change of address of investors.
- Elimination of problems related to transmission of demat shares.
- Ease in portfolio monitoring.

How to dematerialise shares?

The procedure for dematerialising the shares is as under:

- Open Beneficiary Account with a Depository Participant (DP) registered with SEBI.
- Submit Demat Request Form (DRF) as given by the DP, duly signed by all the holders with the names and signatures in the same order as appearing in the concerned certificate(s) and the Company's records.
- Obtain acknowledgment from the DP on handling over the share certificate (s) along with the DRF.
- Demat confirmations are required to be completed in 21 days as against 30 days (excluding time for dispatch) for physical transfer. Service standards prescribed by the Company for completing demat is three days from the date of receipt of requisite documents for the purpose.
- Receive a confirmation statement of holdings from the DP. Statement of holdings is sent by the DPs from time to time. Presently confirmation is given by DPs on an immediate basis through email or SMS facilities, thus enabling shareholders to further trade in the securities immediately.

What is the SMS alert facility?

NSDL and CDSL have launched SMS Alert facility for demat account holders whereby investors can receive alerts for debits (transfers) to their demat accounts and for credits in respect of corporate actions for IPO and offer for sale. Under this facility, investors can receive alerts, a day after such debits (transfers)/credits take place. These alerts are sent to those account holders who have provided their mobile numbers to their Depository Participants (DPs). Alerts for debits are sent, if the debits (transfers) are up to five ISINs in a day. In case debits (transfers) are for more than five ISINs, alerts are sent with a message that debits for more than five ISINs have taken place and that the investor can check the details with the DP.

How does the Company pay dividend on shares Dematerialised?

The dividend warrants in respect of all shares, whether held in electronic form or by way of share certificates, are sent by the company directly to the shareholders whose names are on the company's register of members or in the electronic form under the depository system on the designated date to be notified by the Company. While opening Accounts with Depository Participants (DPs), shareholders are required to give details of their bank Accounts, which will be used by the Company for direct credit of the dividend to the respective accounts.

Why cannot the Company take on record bank details in case of dematerialized shares?

As per the Depository Regulations, the Company is obliged to pay dividend on dematerialised shares as per the details furnished by the concerned DP. The Company cannot make any change in such records received from the Depository.

How are transactions effected through the Depository?

After you open an account with a DP, you can buy or sell shares in the electronic form without share certificate or transfer forms, provided the seller/buyer also holds shares in the electronic form.

You can sell the shares in the depository mode through any share broker. All you need to do is to provide him the details of your account with the DP, with a delivery instruction to debit your share account with the number of shares sold by you. When you buy shares in the depository mode, you must, similarly, inform the broker about your depository account details so that the shares bought would be credited to your account with the DP.

What is rematerialisation of shares?

It is the process through which shares held in demat form are converted into physical form by issuance of share certificate(s).

What is the procedure for rematerialisation of shares?

- Shareholders should submit duly filled in Rematerialisation Request Form (RRF) to the concerned DP.
- DP intimates the relevant Depository of the request through the system.
- DP submits RRF to Company's R&TA.

Shareholders' Referencer

- Depository confirms rematerialisation request to the Company's R&TA.
- The Company's R&TA updates accounts and prints certificate(s) and informs the Depository.
- Depository updates the Beneficiary Account of the shareholder by deleting the shares so rematerialised.
- Share certificate(s) is despatched to the shareholder.

Can one get his original share Certificate?

No, as the share certificates on De-materialisation are cancelled you will not receive the same share certificate on Re-materialisation. The shares represented by De-materialised share certificates are fungible and, therefore, certificate numbers and distinctive numbers become irrelevant.

iii. Transfer / duplicate Certificates etc.

How to get shares registered in favour of transferee(s)?

Transferee(s) need to send share certificate(s) alongwith share transfer deed in the prescribed Form SH.4, duly filled in, executed and affixed with share transfer stamps, to the Company's R&T Agent. The statutory time limit for processing the transfer is one month.

Is Permanent Account Number for transfer of shares in physical form mandatory?

SEBI vide its Circular dated May 20, 2009 has stated that for securities market transactions and off-market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/ RTA for registration of such transfer of shares.

How can the change in order of names (i.e. transposition) be effected?

Share certificates alongwith a request letter duly signed by all the joint holders may be sent to the Company's R&T Agent for change in order of names, known as 'transposition'. Transposition can be done only for the entire holdings under a folio and therefore, requests for transposition of part holding cannot be accepted by the Company / R&T Agent.

What is the procedure for obtaining duplicate share certificate(s) in case of loss / misplacement of original share certificate(s)?

Shareholders who have lost / misplaced share certificate(s) should inform the Company's R&T Agent, immediately about loss of share certificate(s) quoting their folio number and details of share certificate(s), if available. The R&T Agent shall immediately mark a 'stop transfer' on the folio to prevent any further transfer of shares covered by the lost share certificate(s). It is recommended that the shareholders should lodge a FIR with the police regarding loss of share certificate(s). They should send their request for duplicate shares to the Company's R&T Agent. Documents required to be submitted alongwith the application include Indemnity Bond, Surety Form, copy of FIR, Memorandum of Association and Certified Copy of Board Resolution (in case of companies).

iv. Change of Name

What is the procedure for registering change of name of shareholders?

Shareholders may request the Company's R&T Agent for effecting change of name in the share certificate(s) and records of the Company. Original share certificate(s) alongwith the supporting documents like marriage certificate, court order etc. should be enclosed. The Company's R&T Agent, after verification, will effect the change of name and send the share certificate(s) in the new name of the shareholders. Shareholders holding shares in demat form, may request the concerned DP in the format prescribed by DP.

v. Change of Address

What is the procedure to get changes in address registered in the Company's records?

Shareholders holding shares in physical form, may send a request letter duly signed by all the holders giving the new address alongwith Pin Code. Shareholders are also requested to quote their folio number and furnish proof such as attested copies of Ration Card / PAN Card / Passport / Latest Electricity or Telephone Bill / Lease Agreement etc. If shares are held in dematerialised form, information about change in address need.

Can there be multiple addresses for a single folio?

There can only be one registered address for one folio.

vi. Nomination Facility:

Statutory Provisions governing Nomination

Section 72 of the Companies Act, 2013 provides the facility of nomination to Shareholders. This facility is mainly useful for individuals holding shares in sole name. In the case of joint holding of shares by individuals, nomination will be effective only in the event of the death of all joint holders.

Investors, especially those who are holding shares in single name, are advised to avail of the nomination facility by submitting the prescribed Form SH.13 to the Company's R&TA. However, if shares are held in dematerialised form, nomination has to be registered with the concerned DP directly, as per the format prescribed by the DP.

Appointment of Nominee

Individual Shareholders holding the shares in single name or joint names can appoint a nominee. While an individual can be appointed as a nominee, a trust, society body corporate, partnership firm, Karta of HUF or a power of attorney holder will not be nominee(s). Minors can, however, be appointed as nominee. There can be only one nomination for one folio.

Revocation / Variation of a nomination once made

It is possible to revoke / vary a nomination once made. If nomination is made by joint holders, and one of the joint holder dies, the remaining joint holder(s) can make a fresh nomination by revoking the existing nomination.

Status of joint holders

Joint holders are not nominees; they are joint holder of the relevant shares having joint rights on the same. In the event

Shareholders' Referencer

of death any one of the joint holders, the surviving joint holder(s) of the shares is/ are the only person(s) recognized under law as holder(s) of the shares. Joint Shareholders may together appoint a nominee.

Rights of nominee

The nominee is entitled to all the rights of the deceased shareholder to the exclusion of all other persons. In case of joint holding, all the rights shall vest in the nominee only in the event of death of all the joint holders. The nominee is required to apply to the Company by reporting the death of the nominator and submitting the death certificate. The nominee has an option to decide to register himself as a shareholder or he could send an application to have the shares transferred to any other person to whom the nominator could have otherwise transferred the shares. If the nominee opts to transfer the shares to a third party, he should submit to the Company's R&TA, the transfer deed(s) duly stamped and executed accompanied by the relevant certificate(s) and other documentary proof(s).

If shares are held in dematerialized form, nomination has to be registered with the concerned DP directly as per the format prescribed.

Certain forms for the assistance of the shareholders are available on the investors page of the Company website www.nucleussoftware.com.

M. Additional Recommendations to the Shareholders /Investors

In order to minimize /avoid unnecessary risk while dealing with Securities and related matters, the following are Company's recommendations to shareholders /investors:

- **Open Demat Account and Dematerialise Your share**

Investors should convert their physical holding of securities into demat holdings. Holding securities in demat form help investors to get immediate transfer of securities. No stamp duty is payable on transfer of shares held in demat form and risk associated with physical certificates such as forged transfers, fake certificates and bad deliveries are avoided.

- **Consolidate Multiple Folios**

Investors should consolidate their shareholding held in multiple folios. This would facilitate one-stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios.

- **Register ECS Mandate and furnish correct bank account particulars with Company/ Depository Participant**

Investor should provide an ECS mandate to the Company in case of shares held in physical form and ensure that the correct and updated particulars of their bank account are available with the Depository Participant (DP) in case of shares held in demat form. This would facilitate in their receiving direct credits of dividends, refunds etc from companies and avoiding postal delays and loss in transit.

- **Keep holding details confidential**

Folio number (Client ID and DP ID number in respect of dematerialised securities) should not be disclosed to unknown persons. Signed blank transfer deeds (delivery instruction slips in respect of dematerialised shares) should not be given to unknown persons.

- **Deal with Registered Intermediaries**

Investors should transact through a registered intermediary who is subject to regulatory discipline of SEBI, as it will be responsible for its activities, and in case intermediary does not act professionally, investors can take up the matters with SEBI.

- **Mode of Postage**

Share certificates and high value dividend warrants / cheques/ demand drafts should not be sent by ordinary post. It is recommended that investors should send such instruments by registered post or courier.

- **Permanent Account Number (PAN)**

It has become mandatory to quote PAN before entering into any transaction in the securities market. The Income Tax Department of India has highlighted the importance of PAN on its website incometaxindia.gov.in wherein lot of queries with respect to PAN has been replied in the FAQ section.

- **Register e-mail address**

To contribute towards greener environment and to receive all documents, notices including Annual Reports and all other communications of the Company, investors are required to register their e-mail addresses with Karvy , if shares are held in physical mode or with DP , if the holding is in electronic mode.

N. Miscellaneous

- **Insider Trading**

The Securities and Exchange Board of India vide its Notification dated January 15, 2015 has notified The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 . These Regulations have come into effect from May 15, 2015. Under these Regulations, the requirement of initial disclosures are applicable to promoter, key managerial personnel and Director of a Company and requirements of continual disclosures are applicable to promoter, employee and Director of a Company.

- **Takeover Regulations**

SEBI (Substantial Acquisition of Shares and Takeover) Regulation 2011 cast obligation on the investor (acquirer) to make disclosure w.r.t acquisition and disposal of shares. The relevant provisions as considered in the Regulation 29(1), (2) and (3) are given below:

Disclosure of acquisition

Any acquirer who acquires shares (including convertible securities) or voting rights in a target company which taken together with shares or voting rights, if any, held by him and by persons acting in concert with him in such target company, aggregating to five per cent or more of the shares of such target company, should disclose their aggregate shareholding and voting rights in such target company, to target company and Stock Exchanges within 2 working days to the receipt of intimation of the allotment / acquisition, as the case may be.

Disclosure, in case of change in holding

Any person, who together with persons acting in concert

Shareholders' Referencer

with him, holds shares or voting rights entitling them to five per cent or more of the shares or voting rights in a target company, should disclose the number of shares or voting rights held and change in shareholding or voting rights, even if such change results in shareholding falling below five per cent, if there has been change in such holdings from the last disclosure made; and such change exceeds two per cent of total shareholding or voting rights in such target company, to target company and Stock Exchanges within 2 working days of such change

- **E-Voting**

The Companies Act 2013 and Regulation 44 of SEBI (LODR) Regulations, 2015 requires a listed Company to

provide e-voting facility to its shareholders, in respect of all shareholders resolutions, to be passed at General meetings

O. You can contact the following Nucleus personnel for any information: -

Ashish Nanda

Chief Financial Officer

+91 (120) 4031400, ashish.nanda@nucleussoftware.com

Poonam Bhasin

Company Secretary & Compliance Officer

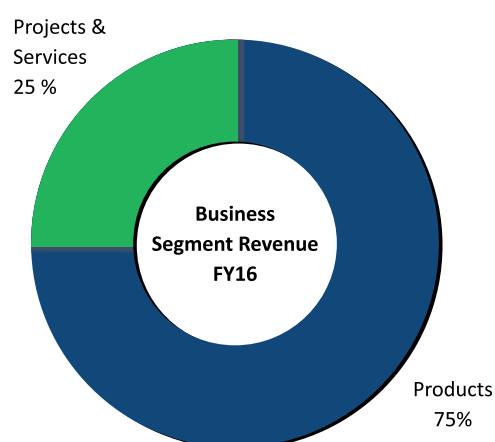
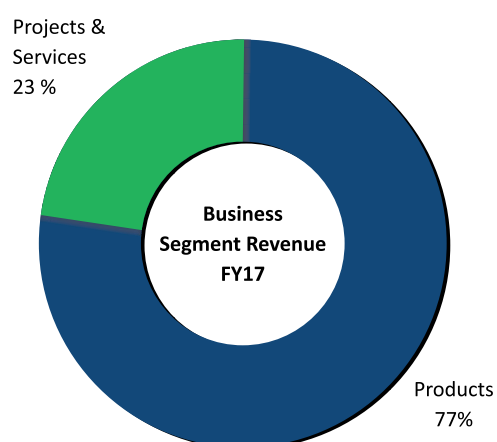
+91 (120) 4031400, poonam@nucleussoftware.com

SEGMENT INFORMATION AND RATIO ANALYSIS

Consolidated Segment Information of Nucleus Software Group

(₹ in crore)

REVENUE BY	For the Year Ended March 31,			
	2017	% of Revenue	2016	% of Revenue
GEOGRAPHICAL SEGMENTS				
India	100.80	27.07	67.92	19.48
Far East	59.58	16.00	57.60	16.52
South East Asia	78.44	21.06	78.44	22.49
Europe/ U.K.	46.22	12.41	41.49	11.90
Middle East	52.14	14.00	56.88	16.31
Africa	9.11	2.45	13.58	3.90
Australia	17.46	4.69	24.62	7.06
Rest of the World	8.64	2.32	8.17	2.34
TOTAL	372.39	100.00	348.70	100.00
CURRENCY SEGMENT				
Indian Rupee	100.80	27.07	67.92	19.48
US \$	166.25	44.64	155.26	44.53
Japanese Yen	24.77	6.65	23.94	6.86
Singapore \$	30.88	8.29	35.91	10.30
Malaysian Ringgit	3.88	1.04	2.52	0.72
Euro	13.28	3.57	18.00	5.16
British Pound	2.59	0.70	2.75	0.79
Swiss Franc	0.22	0.06	0.14	0.04
Australian \$	17.46	4.69	24.61	7.06
AED	9.80	2.63	13.69	3.92
ZAR	2.46	0.66	3.96	1.14
TOTAL	372.39	100.00	348.70	100.00
BUSINESS SEGMENT				
Products	288.09	77.36	261.70	75.05
Own	284.94	76.51	259.25	74.35
Traded	3.15	0.85	2.45	0.70
Projects & Services	84.30	22.64	87.00	24.95
TOTAL	372.39	100.00	348.70	100.00



Ratio Analysis

Consolidated Performance

Particulars	2017	2016	2015	2014	2013
Ratios- Financial Performance					
Export Revenue/ Revenue (%)	72.93	80.52	84.18	79.82	81.85
Domestic Revenue/ Revenue (%)	27.07	19.48	15.82	20.18	18.15
Total Operating Expenses/ Revenue (%)	86.10	91.34	81.51	80.77	84.38
Operating Profit/ Revenue (%)	13.90	8.66	18.49	19.23	15.63
Depreciation/ Revenue (%)	3.01	3.50	3.39	2.29	2.07
Other Income/ Revenue (%)	8.14	7.19	8.96	6.88	5.94
Tax/ Revenue (%)	2.07	3.27	6.21	5.45	5.07
Effective Tax Rate - Tax/ PBT (%)	10.94	26.00	25.32	22.67	24.79
PAT from Ordinary Activities/ Revenue(%)	8.69	2.12	9.36	11.71	9.44
PAT from Ordinary Activities/Net Worth(%)	6.23	1.62	7.54	10.21	7.92
Ratios- Return					
ROCE (PBIT/ Average Capital Employed) (%)	14.42	9.80	20.75	22.28	18.09
ROANW (PAT/Average Net Worth) (%)	12.84	7.25	15.49	17.23	13.60
Ratios - Balance Sheet					
Debt-Equity Ratio	-	-	-	-	-
Debtors Turnover (Days)	67	101	87	44	87
Asset Turnover Ratio	0.72	0.76	0.81	0.87	0.84
Current Ratio	3.06	3.10	3.60	3.80	3.89
Cash and Equivalents/Shareholders' funds (%)	56.46	51.98	64.16	75.07	76.21
Cash and Equivalents/ Revenue (%)	78.79	68.10	79.64	86.08	90.80
Depreciation/Average Gross Block(%)	7.72	8.31	8.51	6.09	5.02
Technology Investment/ Revenue (%)	0.68	1.34	2.24	4.62	2.36
Ratios - Growth (YoY)					
Growth in Total Revenue (%)	6.79	(1.26)	2.00	17.86	4.08
Growth in Export Revenue (%)	(3.27)	(5.54)	7.56	14.95	4.03
Operating Expenses Growth (%)	0.67	10.66	2.93	12.82	0.47
Operating Profit Growth (%)	71.41	(53.77)	(1.91)	45.05	29.11
PAT Growth (%)	93.10	(49.82)	0.58	42.44	27.82
EPS Growth (%)	93.10	(49.82)	0.55	42.45	27.86
Per- Share Data (Period End)					
Earning Per Share from Ordinary Activities (₹)	10.00	2.28	10.21	12.52	8.56
Earning Per Share (Including Other Income) (₹)	19.36	10.03	19.98	19.87	13.95
Cash Earning Per Share from Ordinary Activities (₹)	13.46	6.06	13.91	14.96	10.44
Cash Earning Per Share (Including Other Income)(₹)	22.82	13.80	23.68	22.32	15.83
Book Value Per Share (₹)	160.47	141.09	135.37	122.60	108.08
Price/Earning (Annualized)	12.72	19.29	8.46	10.97	5.20
Price/ Cash Earning (Annualized)	10.79	14.01	7.14	9.76	4.58
Price/Book Value	1.53	1.37	1.25	1.78	0.67
Dividend Per Share (DPS)	5.00	5.00	5.00	6.00	3.00
Dividend (%)	50	50	50	60	30
Dividend Payout (In ₹ Crore)	16.19	16.19	16.19	19.43	9.72

Notes:

1. While calculating the consolidated figures of group, inter group transactions have been ignored.
2. Previous year figures have been regrouped/ reclassified wherever necessary.
3. Cash and Equivalents includes cash and bank balances and current investments.

Glossary

ADR	American Depository Receipt
ADM	Application Development & Maintenance
BFS	Banking & Financial Services
BSE	Bombay Stock Exchange Ltd.
BPO	Business Process Outsourcing
CAGR	Compound Annual Growth Rate
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
DP	Depository Participant
DRF	Demat Requisition Form
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortization
ESOP	Employee Stock Option Plan
EU	European Union
FAQ	Frequently Asked Questions
GDP	Gross Domestic Product
GDR	Global Depository Receipt
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IPO	Initial Public Offer
IT	Information technology
ITES	Information Technology Enabled Services
IP	Intellectual Property
MCA	Ministry of Corporate Affairs
MDA	Management Discussion and Analysis
MD	Managing Director
NASSCOM	National Association of Software and Services Companies
NSE	National Stock Exchange of India Ltd.
NGO	Non Governmental Organisation
PDF	Portable Document Format
PAT	Profit After Tax
PBT	Profit Before Tax
RBI	Reserve Bank of India
SEBI	Securities & Exchange Board of India
SEZ	Special Economic Zone
STPI	Software Technology Parks of India

**Nucleus Software recognized as one of the five
most significant mobile banking solution vendors
by Forrester**

**300,000 users
log in to our systems
each day**

**10 time winner World's
best-selling lending
solution**

**3 decades of expertise in
banking and financial
services**

**Winner of Celent
Model Bank Vendor
2016 Award**