

Date: August 14, 2020

**Listing Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai – 400 001

**BSE Script Code: 539289**

**Listing Department**  
**National Stock Exchange of India Limited**  
Bandra Kurla Complex  
Bandra East  
Mumbai – 400 051

**NSE Symbol: MAJESCO**

Dear Sir/ Madam,

**Sub.: Outcome of the Board Meeting held on August 14, 2020**

Kindly note that the Board of Directors of Majesco Limited ("the Company") at its meeting held today i.e. August 14, 2020, approved the Statement of Unaudited Financial Results (Standalone & Consolidated) for the quarter ended June 30, 2020.

We are enclosing herewith copies of Statement of Unaudited Financial Results (Standalone & Consolidated) for the quarter ended June 30, 2020, along with Limited Review Reports issued by M/s. MSKA & Associates, Statutory Auditors.

The Board meeting started at 10:40 A.M. and concluded at 2:00 P.M.

Thanking you.

Yours faithfully  
For **Majesco Limited**

**Varika Rastogi**  
Company Secretary

Encl.: As above

**Independent Auditor’s Review Report on unaudited standalone quarterly financial results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**The Board of Directors  
Majesco Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of Majesco Limited (‘the Company’) for the quarter ended June 30, 2020 (‘the Statement’) attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (‘the Regulation’).
2. This Statement, which is the responsibility of the Company’s Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 ‘Interim Financial Reporting’, prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether financial results are free of material misstatements. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

# MSKA

**& Associates**

Chartered Accountants

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited standalone financial results prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For MSKA & Associates**

Chartered Accountants

ICAI Firm Registration No.105047W

Anita  
Gajadhar  
Somani

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**Anita Somani**

Partner

Membership No.: 124118

UDIN: 20124118AAAAEH4924

Place: Mumbai

Date: August 14, 2020

**MAJESCO LIMITED**

Registered Office : Mastek New Development Centre, MBP-P-136 Mahape, Navi Mumbai 400710, India  
CIN No. L72300MH2013PLC244874

(Amount in INR lakhs, unless otherwise stated)

**STATEMENT OF STANDALONE UNAUDITED FINANCIALS RESULTS FOR THE QUARTER ENDED JUNE 30, 2020**

SI no	Particulars	Quarter ended			Year ended
		June 30, 2020	March 31, 2020	June 30, 2019	March 31, 2020
		Unaudited	(Audited)	Unaudited	(Audited)
<b>1</b>	<b>Income</b>				
	Revenue from operations	242	257	252	1,024
	Other income, net	120	74	237	815
	<b>Total income</b>	<b>362</b>	<b>331</b>	<b>489</b>	<b>1,839</b>
<b>2</b>	<b>Expenses</b>				
	Employee benefit expenses, net	132	114	206	711
	Finance costs	6	9	8	34
	Depreciation and amortization expenses	18	15	15	62
	Other expenses	55	24	162	409
	<b>Total expenses</b>	<b>211</b>	<b>162</b>	<b>391</b>	<b>1,216</b>
<b>3</b>	<b>Profit before exceptional items</b>	<b>151</b>	<b>169</b>	<b>98</b>	<b>623</b>
<b>4</b>	<b>Exceptional items, net (gain) / loss (Refer note 4)</b>	-	-	(1,869)	(1,869)
<b>5</b>	<b>Profit before tax</b>	<b>151</b>	<b>169</b>	<b>1,967</b>	<b>2,492</b>
<b>6</b>	<b>Tax expenses</b>				
	Income tax - current	24	(21)	578	629
	Tax credit of earlier years	-	0	-	(40)
	Deferred tax charge / (benefit)	5	40	(76)	(494)
	<b>Total tax</b>	<b>29</b>	<b>19</b>	<b>502</b>	<b>95</b>
<b>7</b>	<b>Net profit</b>	<b>122</b>	<b>150</b>	<b>1,465</b>	<b>2,397</b>
<b>8</b>	<b>Other comprehensive income / (loss)</b>				
	(i) Items that will not be reclassified to profit or loss	(9)	1	3	2
	(ii) Income tax relating to items that will not be reclassified to profit or loss	4	(1)	(1)	(2)
	<b>Total other comprehensive income / (loss)</b>	<b>(5)</b>	<b>(0)</b>	<b>2</b>	<b>(0)</b>
<b>9</b>	<b>Total comprehensive income</b>	<b>117</b>	<b>150</b>	<b>1,467</b>	<b>2,397</b>
<b>10</b>	<b>Paid up equity share capital (Face value of INR 5/- each)</b>	1,437	1,435	1,420	1,435
<b>11</b>	<b>Reserves excluding revaluation reserves as per balance sheet</b>				54,697
<b>12</b>	<b>Earning per share of INR 5/- each (not annualized)</b>				
	Basic (INR)	0.42	0.53	5.16	8.42
	Diluted (INR)	0.38	0.51	4.95	8.13

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**MAJESCO LIMITED**

**Registered Office : Mastek New Development Centre, MBP-P-136 Mahape, Navi Mumbai 400710, India  
CIN No. L72300MH2013PLC244874**

**(Amount in INR lakhs, unless otherwise stated)**

**NOTES :**

- 1 The Statement include the results for the quarter ended March 31, 2020 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2020 and the published unaudited year to date figures up to nine months ended December 31, 2019 prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting"

The above results were reviewed by the Audit Committee on August 14, 2020 and were thereafter approved by the Board at its meeting held on August 14, 2020.

- 2 The board of the directors of the Company ("Board"), at its meeting held on July 20, 2020, after considering the recommendations of the audit committee, approved the sale of the Company's entire stake/ investment in the US Subsidiary pursuant to the Merger between the Majesco (US Subsidiary) and Magic Merger Sub, Inc., a Delaware corporation ("Merger Sub") and a wholly owned subsidiary of Magic Intermediate, LLC, a Delaware limited liability company ("Parent"), subject to the approval of the shareholders of the Company and other regulatory and statutory approvals, as may be required. The Merger Sub and the Parent are affiliates of Thoma Bravo LP.

In the Merger all of the outstanding common stock of the US Subsidiary will be extinguished and eligible shareholders (including the Company) will become entitled to receive in cash an amount of US\$ 13.10 per share of common stock of the US Subsidiary, subject to any applicable withholding taxes. The offer was further revised on August 7, 2020 to US\$ 16 per share (Revised offer). In relation to the Merger, on July 20, 2020, the US Subsidiary has entered into an agreement and a plan of merger with the Merger Sub and the Parent ("Merger Agreement") which was later amended and restated on August 7, 2020 ("Revised Merger Agreement").

The Merger is subject to the terms of the Revised Merger Agreement and receipt of shareholders' approvals and other regulatory and statutory approvals, as may be required in India and the United States.

- 3 Other comprehensive income represents remeasurement of defined benefit obligation.

**4 Exceptional items :**

During the previous year, the Company had entered into agreement with its step down subsidiary Majesco Software and Solutions India Private Ltd. to sell its India Insurance Product and Services business together with all the licenses , permits , consents and approvals whatsoever and all related movable assets and liabilities together with employees as a going concern on a slump sale basis for a lumpsum consideration of INR 2,437 lakhs on the basis of valuation report obtained from a valuer subject to certain adjustment at or after closing, w.e.f April 01, 2019. This was approved by the Board of Directors of both the companies and shareholders of the Company. The conditions precedent to transfers were completed on May 15, 2019 and the purchase consideration was received and the net profit of INR 1,869 Lakhs has been recognized and shown under exceptional items during the year ended March 31, 2020.

**5 Change in Objects Clause of Memorandum of Association:**

The Board of Directors of the Company in its meeting held on May 15, 2019 has approved to include in the main objects clause of Memorandum of Association of the Company, the business of leasing of immovable and movable properties of all kinds. Accordingly has shown its income from rent as revenue from operations.

- 6 The Company has entered into a share purchase agreement with Mastek (UK) Limited (the "Seller" ) on December 12, 2019, for acquisition of 2,000,000 shares of Majesco (USA), a material subsidiary of the Company ("SPA"). In consideration for purchase of the shares, the Company has paid the Seller INR 11,306 lakhs (USD 15.94 Million), based on closing stock price of Majesco (USA) on the NASDAQ on December 11, 2019. Accordingly, from December 12, 2019, stake of the Company in its material subsidiary i.e. Majesco (USA), increased to 74.6% from existing 69.9%.

- 7 During the previous financial year, the Company has recognised deferred tax assets on Minimum Alternate Taxes and other timing difference on the basis of projection of taxable profit for fiscal 2020 and onwards. Uptill then, having regard to the operations of the Company, there was no certainty with regards to the utilisation of the said deferred tax assets. Having regard to the restructuring exercise carried out as stated in Note 4 and better visibility of the ultimate taxable income for fiscal 2020 and onwards the Company has concluded it will continue to fall out of MAT regime and accordingly the utilisation of these credits were became more certain from FY 19-20 onwards.

**MAJESCO LIMITED**

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CIN No. L72300MH2013PLC244874**

**(Amount in INR lakhs, unless otherwise stated)**

**8** During the quarter ended March 31, 2020 the Company has entered into a 'Cost sharing arrangement' with its ultimate holding company by which the Company shall pay a proportion of the total salary costs incurred by the Ultimate Holding Company from April 1, 2019 based on the estimated time spent for the work of the Company by the identified personnel. Accordingly during the current quarter and Year ended March 31, 2020, the Company has recovered INR 33 lakhs and INR 95 Lakhs respectively for employee benefit expenses and INR Nil and INR 15 lakhs respectively for other direct expenses .

**9 Impact of COVID 19:**

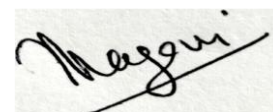
The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus, which has been/was further extended till May 31, 2020. This pandemic and government response are creating disruption in global supply chain and adversely impacting most of the industries which has resulted in global slowdown.

The Company do not foresee any large scale contraction in demand which could result in significant down-sizing of its employee base rendering the physical infrastructure redundant. In assessing the recoverability of PPE, CWIP and investments in mutual funds, the Company has considered internal and external information up to the date of approval of these financial results including economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company has also assessed the impact of this whole situation on its capital and financial resources, profitability, liquidity position, internal financial reporting controls etc. and is of the view that based on its present assessment this situation does not materially impact this Standalone financial results. Accordingly, no adjustments have been made to the financial results.

**10** "0" denotes amount less than INR 0.5 lakhs

**11** Previous period's / year's figures have been regrouped and reclassified wherever necessary.

**For and on behalf of the Board of Directors**



**Farid Kazani  
Managing Director & Group CFO  
DIN: 06914620**

**Place : Navi Mumbai  
Date : August 14, 2020**

**Independent Auditor’s Review Report on Consolidated Unaudited Quarterly financial results of the Group pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**The Board of Directors  
Majesco Limited**

1. We have reviewed the accompanying statement of consolidated unaudited financial results of Majesco Limited (‘the Holding Company’), its subsidiaries, (the Holding Company and its subsidiaries together referred to as the ‘Group’) for the quarter ended June 30, 2020 (‘the Statement’), being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (‘the Regulation’).
2. This Statement, which is the responsibility of the Holding Company’s Management and approved by the Holding Company’s Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 ‘Interim Financial Reporting’ (“Ind AS 34”), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

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

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

<b>Sr. No</b>	<b>Name of the Company</b>	<b>Relationship with the Holding Company</b>
1	Majesco	Subsidiary
2	Majesco Software & Solutions Inc.	Step down subsidiary
3	Majesco Canada Limited	Step down subsidiary
4	Majesco (UK) Limited	Step down subsidiary
5	Majesco Sdn. Bhd.	Step down subsidiary
6	Majesco Asia Pacific Pte. Limited	Step down subsidiary
7	Exaxe Holdings Limited	Step down subsidiary
8	Majesco Software Solutions Ireland Limited (Previously known as Exaxe Limited)	Step down subsidiary
9	Majesco Software & Solutions India Private Limited	Step down subsidiary
10	InsPro Technologies Corporation	Step down subsidiary
11	InsPro Technologies, LLC	Step down subsidiary
12	Atiam Technologies, LP	Step down subsidiary
13	InsPro Hosting Services, LLC	Step down subsidiary



# MSKA

& Associates

Chartered Accountants

5. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For MSKA & Associates**

Chartered Accountants

ICAI Firm Registration No.105047W

**Anita**  
**Gajadhar**  
**Somani**

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**Anita Somani**

Partner

Membership No.: 124118

UDIN: 20124118AAAAEI3090

Place: Mumbai

Date: August 14, 2020

**MAJESCO LIMITED**  
Registered Office : Mastek New Development Centre,  
MBP-P-136, Mahape, Navi Mumbai - 400710  
CIN No. L72300MH2013PLC244874

Amounts in INR lakhs, unless otherwise stated

**STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2020**

Sl no	Particulars	Quarter ended		Year ended	
		June 30, 2020	March 31, 2020	June 30, 2019	March 31, 2020
		Unaudited	(Audited)	Unaudited	(Audited)
<b>1</b>	<b>Income</b>				
	Revenue from operations	31,100	27,665	25,898	1,04,048
	Other income, net	230	641	432	2,172
	<b>Total income</b>	<b>31,330</b>	<b>28,306</b>	<b>26,330</b>	<b>1,06,220</b>
<b>2</b>	<b>Expenses</b>				
	Employee benefit expenses, net	20,537	18,027	16,899	69,413
	Finance costs	64	58	49	202
	Depreciation and amortization expenses	1,090	863	847	3,401
	Other expenses	6,499	5,976	6,299	22,971
	<b>Total expenses</b>	<b>28,190</b>	<b>24,924</b>	<b>24,094</b>	<b>95,987</b>
<b>3</b>	<b>Profit before exceptional items</b>	<b>3,140</b>	<b>3,382</b>	<b>2,236</b>	<b>10,233</b>
<b>4</b>	<b>Exceptional items, net - loss / (gain) (Refer Note 5)</b>	1,372	(540)	-	(1,497)
<b>5</b>	<b>Profit before tax</b>	<b>1,768</b>	<b>3,922</b>	<b>2,236</b>	<b>11,730</b>
<b>6</b>	<b>Tax expenses</b>				
	Income tax - current	515	684	999	2,904
	Tax Credit- Prior period	-	-	-	(40)
	Deferred tax charge / (benefit)	109	103	35	(156)
	<b>Total tax</b>	<b>624</b>	<b>787</b>	<b>1,034</b>	<b>2,708</b>
<b>7</b>	<b>Net profit from ordinary activities after tax</b>	<b>1,144</b>	<b>3,135</b>	<b>1,202</b>	<b>9,022</b>
<b>8</b>	<b>Extraordinary items (net of tax expense)</b>	-	-	-	-
<b>9</b>	<b>Net profit</b>	<b>1,144</b>	<b>3,135</b>	<b>1,202</b>	<b>9,022</b>
<b>10</b>	<b>Other comprehensive income / (loss)</b>				
	A. (i) Items that will not be reclassified to profit or loss	(37)	33	29	8
	(ii) Income tax relating to items that will not be reclassified to profit or loss	10	(9)	(8)	11
	B. (i) Items that will be reclassified to profit or loss	768	1,662	27	3,575
	(ii) Income tax relating to items that will be reclassified to profit or loss	(142)	377	(33)	378
	<b>Total other comprehensive income / (loss), net of tax</b>	<b>599</b>	<b>2,063</b>	<b>15</b>	<b>3,972</b>
<b>11</b>	<b>Total comprehensive income</b>	<b>1,743</b>	<b>5,198</b>	<b>1,217</b>	<b>12,994</b>
<b>12</b>	<b>Profit / (loss) attributable to:</b>				
	Equity shareholders of the company	879	2,341	846	6,914
	Non-controlling interest	265	794	356	2,108
	<b>Other comprehensive income / (loss) attributable to:</b>				
	Equity shareholders of the company	442	1,527	11	2,943
	Non-controlling interest	157	536	4	1,029
	<b>Total comprehensive income / (loss) attributable to:</b>				
	Equity shareholders of the company	1,321	3,868	857	9,857
	Non-controlling interest	422	1,330	360	3,137
<b>13</b>	<b>Paid up equity share capital</b> (Face value of INR 5/- each)	1,437	1,435	1,420	1,435
<b>14</b>	<b>Reserves excluding revaluation reserves as per balance sheet</b>				68,364
<b>15</b>	<b>Earning per share of INR 5/- each</b> (not annualized)				
	Basic (INR)	3.06	8.18	2.98	24.28
	Diluted (INR)	2.99	7.91	2.86	23.45

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**MAJESCO LIMITED**  
Registered Office : Mastek New Development Centre,  
MBP-P-136, Mahape, Navi Mumbai - 400710  
CIN No. L72300MH2013PLC244874

Amounts in INR lakhs, unless otherwise stated

**STATEMENT OF CONSOLIDATED UNAUDITED SEGMENTAL INFORMATION FOR THE QUARTER ENDED JUNE 30, 2020**

SI no	Particulars	Quarter ended		Year ended	
		June 30, 2020	March 31, 2020	June 30, 2019	March 31, 2020
		(Unaudited)	Audited	(Unaudited)	Audited
<b>1</b>	<b>Segment Revenue</b>				
	North America	27,910	24,605	22,864	92,370
	Europe	2,038	1,718	1,630	5,977
	Others	1,152	1,342	1,404	5,701
	<b>Revenue from operations</b>	<b>31,100</b>	<b>27,665</b>	<b>25,898</b>	<b>1,04,048</b>
<b>2</b>	<b>Segment Results - profit / (loss) before tax and interest</b>				
	North America	3,264	4,607	4,887	17,262
	Europe	577	(160)	(424)	(1,767)
	Others	285	215	(1,347)	(891)
	<b>Total Segment Results -</b>	<b>4,126</b>	<b>4,662</b>	<b>3,116</b>	<b>14,604</b>
	<b>Less :</b>				
	i <b>Finance costs</b>	70	58	49	202
	ii <b>Other un-allocable expenditure net of un-allocable income</b>	916	1,222	831	4,169
	<b>Profit from ordinary activities after finance costs but before exceptional items</b>	3,140	3,382	2,236	10,233
	<b>Exceptional items - loss / (gain)</b>	1,372	(540)	-	(1,497)
	<b>Profit from ordinary activities before tax and non-controlling interest</b>	1,768	3,922	2,236	11,730
<b>3</b>	<b>Capital employed</b>				
	North America	42,917	37,098	36,686	37,098
	Europe	10,816	10,022	10,637	10,022
	Others	2,371	1,696	1,789	1,696
	Unallocable / corporate	30,763	35,657	33,681	35,657
	<b>Total capital employed</b>	<b>86,867</b>	<b>84,473</b>	<b>82,793</b>	<b>84,473</b>

**Notes on Segment information**

The Group's operations predominantly relate to providing software solutions in the insurance industries delivered to customers globally. The organisational and reporting structure of the Group is based on Strategic Business Units (SBU) concept. The SBU's are primarily geographical segments. SBU's are the operating segments for which separate financial information is available and for which operating results are evaluated regularly by management in deciding how to allocate resources and in assessing performance. These SBU's provide end-to-end information technology solutions on time and material contracts or fixed bid contracts, entered into with customers. The Chief Operating Decision Maker (CODM) reviews the operations of the Company as one operating segment. Hence no separate segment information has been furnished herewith.

The Group's primary reportable segments consist of the following SBUs, which are based on the risks and returns in different geographies and the location of the customers: North America Operations, Europe Operations, and Others. 'Others' include operations of the Group in other parts of the world including India.



**NOTES :**

1 The Statement of the Group include the results for the quarter ended March 31, 2020 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2020 and the published unaudited year to date figures up to nine months ended December 31, 2019 prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting"  
The above results were reviewed by the Audit Committee on Aug 14, 2020 and were thereafter approved by the Board of Directors at its meeting held on Aug 14, 2020.

2 The consolidated financial results relate to Majesco Group. The Group consists of Majesco Limited and its subsidiaries and step down subsidiaries mentioned below :

Majesco, USA	Majesco Software and Solutions Inc. , USA
Majesco (UK) Limited , UK	Majesco Canada Ltd., Canada
Majesco Software and Solutions India Private Ltd., India	Exaxe Holdings Limited , Ireland
Majesco Sdn. Bhd. , Malaysia	Majesco Asia Pacific Pte. Ltd., Singapore
Majesco Software Solutions Ireland Limited ( Previously known as Exaxe Limited)	InsPro Technologies, LLC ( w.e.f. April 1, 2020)
InsPro Technologies Corporation ( w.e.f. April 1, 2020)	InsPro Hosting Services, LLC ( w.e.f. April 1, 2020)
Atiam Technologies, LP ( w.e.f. April 1, 2020)	

3 The board of the directors of the Company ("Board"), at its meeting held on July 20, 2020, after considering the recommendations of the audit committee, approved the sale of the Company's entire stake/ investment in the US Subsidiary pursuant to the Merger between the Majesco (US Subsidiary) and Magic Merger Sub, Inc., a Delaware corporation ("Merger Sub") and a wholly owned subsidiary of Magic Intermediate, LLC, a Delaware limited liability company ("Parent"), subject to the approval of the shareholders of the Company and other regulatory and statutory approvals, as may be required. The Merger Sub and the Parent are affiliates of Thoma Bravo LP.

In the Merger all of the outstanding common stock of the US Subsidiary will be extinguished and eligible shareholders (including the Company) will become entitled to receive in cash an amount of US\$ 13.10 per share of common stock of the US Subsidiary, subject to any applicable withholding taxes. The offer was further revised on August 7, 2020 to US\$ 16 per share (Revised offer). In relation to the Merger, on July 20, 2020, the US Subsidiary has entered into an agreement and a plan of merger with the Merger Sub and the Parent ("Merger Agreement") which was later amended and restated on August 7, 2020 ("Revised Merger Agreement").

The Merger is subject to the terms of the Revised Merger Agreement and receipt of shareholders' approvals and other regulatory and statutory approvals, as may be required in India and the United States.

4 The Company's subsidiary Majesco (USA) entered into a Merger Agreement dated January 30, 2020, for acquisition of InsPro Technologies Corporation ("Inspro"), a U.S. based software leader in the life and annuity insurance market. In consideration for the Merger, Majesco agreed to pay the sellers USD 12 Million, subject to adjustments (including for cash and certain debt of InsPro), upon the closing of the transaction. The transaction is structured as a cash for stock merger and is subject to customary closing conditions and approval of InsPro Technologies' stockholders. The transaction was consummated on April 01, 2020 at purchase consideration of approx. INR 8,669 lakhs (USD 11.4 million). Upon closing of the Merger, InsPro has become wholly-owned subsidiary of Majesco (USA), and a step-down subsidiary of the Company. The results for the quarter includes operations of InsPro also from April 01, 2020. The opening balance sheet numbers as at April 1, 2020 have been accounted provisionally based on preliminary purchase price allocation report.

**5 Exceptional items :**

(i) During the current quarter, the expenses related to the acquisition of InsPro Technologies, INR 1372 lakhs has been shown as exceptional item.

(ii) During the year ended March 31, 2020, the Group and the former founders of Exaxe determined that the year 1 earn-out targets under the Exaxe share purchase agreement were not met and that no earn-out was payable to them towards the year 1 earn-out. Accordingly, the accrued deferred payment for the year 1 has been reversed in the income statement amounting to Rs. 957 lakhs during the year ended March 31, 2020 and disclosed as a separate line item below the income from operation for the quarter. Considering the year 1 performance, management revisited the projections for second and third year to determine the fair value of deferred payment as at Balance Sheet date- March 31 2020, payable for next two tranches. Based on the fair value as at March 31 2020, liability of Rs. 1,055 lakhs was further written back during quarter and the year ended March 31, 2020.

(iii) The expenses related to the acquisition of InsPro Technologies, INR 515 lakhs has been shown as exceptional item for the quarter and year ended March 31, 2020 ( Refer note no. 4 above ).  
As a result, a net gain INR 1,497 lakhs under exceptional items was recognised in the Statement of Profit and Loss for the year ended March 31, 2020.

6 Items that will not be reclassified to profit or loss represents remeasurement of defined benefit obligation. Items that will be reclassified to profit or loss represents exchange differences on translation of foreign operations and net change in fair value of cash flow hedge.



**MAJESCO LIMITED**  
**Registered Office : Mastek New Development Centre,**  
**MBP-P-136, Mahape, Navi Mumbai - 400710**  
**CIN No. L72300MH2013PLC244874**

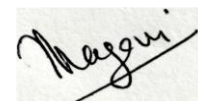
**Amounts in INR lakhs, unless otherwise stated**

- 7 In the previous year, the Company had entered into an agreement with its step down subsidiary, Majesco Software and Solutions India Private Ltd. to sell its India Insurance Product and Services business as a going concern on a slump basis for a lumpsum consideration of INR 2,437 lakhs, on the basis of a valuation report obtained from an independent valuer, subject to certain adjustment at or after closing, w.e.f. April 1, 2019. This has been approved by the Board of Directors of both the companies and the shareholders of the Company. The transaction was completed during the quarter ended June 30, 2019. As the transaction is within the Group, it has no financial impact other than resultant tax in the consolidated financial statements of the Company.
- 8 The Group has adopted IND AS 116: Leases from April 1, 2019. As required under the standard the Company has recognized Right of Use asset (ROU) and corresponding liability for all long term leases on the balance sheet from the inception of the lease agreement. The Company has adopted the modified retrospective method by which the standard has been applied retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application and take the cumulative adjustment to retained earnings and recognized the ROU assets and leased liabilities. Subsequently the ROU assets is depreciated over the lease term on straight line basis and the lease liability is remeasured at amortized cost at each reporting date. The Company has recognized ROU asset and lease liability of INR 2,998 lakhs on April 1, 2019. Impact on reserve as on April 1, 2019 is INR Nil. For the current quarter, previous quarter and comparative previous quarter the Company has recorded INR 293 lakhs , INR 232 lakhs and INR 232 lakhs respectively as depreciation on ROU asset and finance cost of INR 43 lakhs , INR 38 lakhs and INR 46 lakhs respectively as unwinding of interest cost. As on June 30, 2020 the Company has ROU assets of INR 2,249 lakhs and lease liability of INR 2,359 lakhs on Balance Sheet. Charge to the Statement of Profit and Loss have increased due to adoption of Ind AS 116 in current quarter, previous quarter and comparative previous quarter by INR 15 Lakhs , INR 19 lakhs and INR 28 lakhs respectively before tax impact.
- 9 An Indian subsidiary Company of the Group had received the draft assessment order issued by Assistant Commissioner of Income tax for AY 2015-16 making upward Transfer pricing adjustments of revenue amounting to INR 1,451 lakhs. The upward adjustments were towards availing distribution services from AEs INR 1,180 lakhs and for performance guarantee provided on behalf of AEs INR 271 lakhs .The Company had filed application with Dispute Resolution Panel ('DRP') against the draft assessment order which was disregarded and thereafter received the demand notice of INR 982 lakhs (including interest).The Company has filed an appeal against the DRP order with the Income Tax Appellate Tribunal (ITAT), for which hearing was conducted and the judgement is awaited. The Company also filed the written submission with the ITAT for stay order on tax demand which was granted.  
For the AY 2016-17, the TPO has made upward adjustments of revenue amounting to INR 5,135 lakhs. The upward adjustments were towards availing distribution services from AEs INR 5,135 lakhs. The Company had filed application with Dispute Resolution Panel ('DRP') against the draft assessment order.  
The Group is confident that they have strong case which will be decided in the favour of the Company. Accordingly the said liability is being considered as contingent until disposition.



- 10** The company has entered into a share purchase agreement with Mastek (UK) Limited (the "Seller" ) on December 12, 2019, for acquisition of 2,000,000 shares of Majesco, USA, a material subsidiary of the Company ("SPA"). In consideration for purchase of the shares, the Company has paid the Seller INR 11,306 lakhs (USD 15.94 Million), based on closing stock price of Majesco (USA) on the NASDAQ on December 11, 2019. Accordingly, after the completion of the aforesaid purchase, stake of the Company in its material subsidiary i.e. Majesco (USA), increased to 74.6% from existing 69.9%.
- 11** During the previous year, the group has recognised deferred tax assets on Minimum Alternate Taxes and other timing difference on the basis of projection of taxable profit for fiscal 2020 and onwards. Prior to that, having regard to the operations of the group there was no certainty with regards to the utilisation of the said deferred tax assets. Having regard to the restructuring exercise carried out as stated in note 7 and better visibility of the ultimate taxable income for fiscal 2020 and onwards the Company has concluded it will continue to fall out of MAT regime and accordingly the utilisation of these credits were became more certain.
- 12** The Board of Directors at their meeting held on March 16, 2020 had declared Interim Dividend of INR 2/- per share of nominal value of INR 5/- each for the financial year ended March 31, 2020. The Company has complied with necessary provisions of The Companies Act, 2013 relating to payment of dividend.
- 13 Impact of COVID 19:**  
The Group do not foresee any large scale contraction in demand which could result in significant down-sizing of its employee base rendering the physical infrastructure redundant. In assessing the recoverability of receivables including unbilled receivables, intangible assets including goodwill, deferred taxes and investments in mutual funds, the Company has considered internal and external information up to the date of approval of these consolidated financial results including economic forecasts. The Group has performed sensitivity analysis on the assumptions used and based on current indicators of future economic conditions, the Group expects to recover the carrying amount of these assets. The Group has also assessed the impact of this whole situation on its capital and financial resources, profitability, liquidity position, internal financial reporting controls etc. and is of the view that based on its present assessment this situation does not materially impact this Consolidated financials results. Accordingly no adjustments have been made to the financial results.
- 14** Previous period's / year's figures have been regrouped and reclassified wherever necessary.

**For and on behalf of the Board of Directors**



**Farid Kazani**  
**Managing Director & Group CFO**  
**DIN: 06914620**

**Place : Navi Mumbai**  
**Date : August 14, 2020**