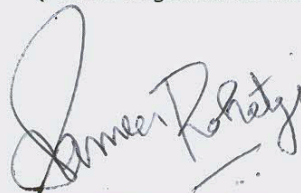


**INDEPENDENT AUDITORS' REPORT  
TO THE BOARD OF DIRECTORS OF  
NUCLEUS SOFTWARE EXPORTS LIMITED**

1. We have audited the accompanying Statement of Standalone Financial Results of **Nucleus Software Exports LIMITED** ("the Company") for the Quarter and Nine months ended 31 December, 2014 ("the Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 4 below. This Statement has been prepared on the basis of the related interim financial statements, which is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to express an opinion on the Statement, based on our audit of the related interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS-25) on Interim Financial Reporting specified under the Companies Act, 1956 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014) and other accounting principles generally accepted in India.
2. We conducted our audit of the Statement in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
  - (i) is presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges; and
  - (ii) gives a true and fair view in conformity with the accounting principles generally accepted in India of the net profit and other financial information of the Company for the Quarter and Nine months ended 31 December, 2014.
4. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged / encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding, in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to the investor complaints disclosed in Part II - Select Information for the Quarter and Nine months ended 31 December, 2014 of the Statement, from the details furnished by the Registrars.

For **DELOITTE HASKINS & SELLS**  
Chartered Accountants  
(Firm's Registration No. 015125N)



**SAMEER ROHTAGI**  
Partner  
(Membership No. 094039)

Noida  
27 January, 2015

**PART I : STATEMENT OF CONSOLIDATED PROFIT AND LOSS OF NUCLEUS SOFTWARE EXPORTS LIMITED AND SUBSIDIARIES  
FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2014**

Particulars	(Amount in Rupees lakhs)									
	December 31, 2014		Quarter ended September 30, 2014		December 31, 2013		Nine months ended December 31, 2014		Year ended March 31, 2014	
	Unaudited		Unaudited		Unaudited		Unaudited		Unaudited	Audited
1. <b>INCOME FROM OPERATIONS</b> Income from software products and services <b>Total Income from operations (net)</b>	8,597.87 <b>8,597.87</b>		8,683.47 <b>8,683.47</b>		8,996.15 <b>8,996.15</b>		25,224.00 <b>25,224.00</b>		25,853.62 <b>25,853.62</b>	34,622.21 <b>34,622.21</b>
2. <b>EXPENSES</b>										
a) Changes in inventories of stock-in-trade									494.86	494.86
b) Employee benefits expense	4,992.17		4,948.50		4,579.87		14,770.43		13,475.63	18,077.51
c) Depreciation and amortisation expense	308.17		293.62		193.10		887.98		528.06	793.56
d) Travel expense	512.66		477.73		495.48		1,419.33		1,472.26	1,990.08
e) Other expenses	1,577.71		1,688.39		1,962.16		4,923.69		5,722.96	7,349.84
<b>Total Expenses</b>	<b>7,990.71</b>		<b>7,408.24</b>		<b>7,230.61</b>		<b>22,001.43</b>		<b>21,693.77</b>	<b>28,705.85</b>
3. <b>PROFIT FROM OPERATIONS BEFORE OTHER INCOME, FINANCE COSTS AND TAXES (1-2)</b>	<b>1,207.16</b>		<b>1,275.23</b>		<b>1,765.54</b>		<b>3,222.57</b>		<b>4,159.85</b>	<b>5,916.36</b>
4. Other Income	1,225.50		683.66		764.92		2,584.33		1,706.88	2,455.34
5. <b>PROFIT FROM OPERATIONS BEFORE FINANCE COSTS AND TAXES (3+4)</b>	<b>2,432.66</b>		<b>1,958.89</b>		<b>2,530.46</b>		<b>5,806.90</b>		<b>5,866.73</b>	<b>8,371.70</b>
6. Finance costs	11.99		14.74		13.96		40.37		38.99	51.48
7. <b>PROFIT BEFORE TAXES (5-6)</b>	<b>2,420.67</b>		<b>1,944.15</b>		<b>2,516.50</b>		<b>5,766.53</b>		<b>5,827.74</b>	<b>8,320.22</b>
8. Tax expense	463.92		659.24		177.87		1,359.43		1,278.10	1,886.34
9. <b>PROFIT AFTER TAXES (7-8)</b>	<b>1,956.75</b>		<b>1,284.91</b>		<b>2,338.63</b>		<b>4,407.10</b>		<b>4,549.64</b>	<b>6,433.88</b>
10. Minority Interest										
11. <b>NET PROFIT FOR THE PERIOD (9-10)</b>	<b>1,956.75</b>		<b>1,284.91</b>		<b>2,338.63</b>		<b>4,407.10</b>		<b>4,549.64</b>	<b>6,433.88</b>
12. Paid-up Equity Share Capital (Face Value Rupees 10 each)	3238.52		3238.52		3238.52		3238.52		3238.52	3238.52
13. Reserves excluding Revaluation Reserves										36462.18
14. <b>Earnings Per Share (Rupees) (Par value Rupees 10 each) (not annualised)</b>										
Basic	6.04		3.97		7.22		13.61		14.05	19.87
Diluted	6.04		3.97		7.22		13.61		14.05	19.87

For Nucleus Software Exports Ltd.

*Gishan D. D. D. D.*  
Managing Director

*Divy*

**PART I : STATEMENT OF PROFIT AND LOSS OF NUCLEUS SOFTWARE EXPORTS LIMITED  
FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER, 31 2014**

(Amount in Rupees lakhs)

Particulars	Quarter ended		Nine months ended		Year ended	
	September 30,		December 31,		March 31,	
	December 31, 2014 Audited	September 30, 2014 Audited	December 31, 2013 Audited	December 31, 2014 Audited	December 31, 2013 Audited	March 31, 2014 Audited
<b>1. INCOME FROM OPERATIONS</b>						
Income from software products and services	6,784.26	6,847.53	6,203.85	19,585.35	18,060.33	24,111.07
<b>Total Income from operations (net)</b>	<b>6,784.26</b>	<b>6,847.53</b>	<b>6,203.85</b>	<b>19,585.35</b>	<b>18,060.33</b>	<b>24,111.07</b>
<b>EXPENSES</b>						
a) Changes in inventories of stock-in-trade	-	-	-	-	494.86	494.86
b) Employee benefits expense	3,689.60	3,499.24	3,075.95	10,617.66	9,336.36	12,480.32
c) Depreciation and amortisation expense	275.29	260.57	162.72	795.20	436.69	676.03
d) Travel expense	444.69	388.61	448.83	1,185.12	1,314.06	1,737.85
e) Other expenses	1,399.33	1,467.75	1,305.25	4,126.78	3,661.48	4,905.14
<b>Total expenses</b>	<b>5,808.91</b>	<b>5,616.17</b>	<b>4,992.75</b>	<b>16,724.76</b>	<b>15,243.45</b>	<b>20,294.20</b>
<b>3. PROFIT FROM OPERATIONS BEFORE OTHER INCOME, FINANCE COSTS AND TAXES (1-2)</b>	<b>975.35</b>	<b>1,231.36</b>	<b>1,211.10</b>	<b>2,860.59</b>	<b>2,816.88</b>	<b>3,816.87</b>
4. Other income	1,041.22	616.26	742.86	2,270.74	2,613.65	2,993.92
<b>5. PROFIT FROM OPERATIONS BEFORE FINANCE COSTS AND TAXES (3+4)</b>	<b>2,016.57</b>	<b>1,847.62</b>	<b>1,953.96</b>	<b>5,131.33</b>	<b>5,430.53</b>	<b>6,810.79</b>
6. Finance costs	8.27	11.20	9.68	29.56	26.30	35.00
<b>7. PROFIT BEFORE TAXES (5-6)</b>	<b>2,008.30</b>	<b>1,836.42</b>	<b>1,944.28</b>	<b>5,101.77</b>	<b>5,404.23</b>	<b>6,775.79</b>
8. Tax expense	379.22	523.74	62.41	1,109.49	996.16	1,267.01
<b>9. NET PROFIT FOR THE PERIOD (7-8)</b>	<b>1,629.08</b>	<b>1,312.68</b>	<b>1,881.87</b>	<b>3,992.28</b>	<b>4,408.07</b>	<b>5,508.78</b>
10. Paid-up Equity Share Capital (Face Value Rupees 10 each)	3,238.52	3,238.52	3,238.52	3,238.52	3,238.52	3,238.52
11. Reserves excluding Revaluation Reserves						32,322.29
<b>12. Earnings Per Share (Rupees) (Par value Rupees 10 each) (not annualised)</b>						
Basic	5.03	4.05	5.81	12.33	13.61	17.01
Diluted	5.03	4.05	5.81	12.33	13.61	17.01

For Nucleus Software Exports Ltd.

*Vishnu Reddy*  
Managing Director

*Vishnu Reddy*

**NUCLEUS SOFTWARE EXPORTS LIMITED**

**PART II : SELECTED INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2014**

Particulars	Quarter ended			Nine months ended		Year ended
	December 31, 2014	September 30, 2014	December 31, 2013	December 31, 2014	December 31, 2013	March 31, 2014
<b>A PARTICULARS OF SHAREHOLDING</b>						
1. <b>Public shareholding</b>						
- Number of Shares	12,751,858	12,751,858	13,773,058	12,751,858	13,773,058	13,773,058
- Percentage of Shareholding	39.38%	39.38%	42.53%	39.38%	42.53%	42.53%
2. <b>Promoters and Promoter Group Shareholding</b>						
<b>a) Pledged / Encumbered</b>						
- Number of shares	-	-	-	-	-	-
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-	-
- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-	-
<b>b) Non - encumbered</b>						
- Number of shares	19,631,866	19,631,866	18,610,666	19,631,866	18,610,666	18,610,666
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100%	100%	100%	100%	100%	100%
- Percentage of shares (as a % of the total share capital of the company)	60.62%	60.62%	57.47%	60.62%	57.47%	57.47%

Particulars	3 months ended December 31, 2014
<b>B INVESTOR COMPLAINTS / REQUESTS</b>	
Pending at the beginning of the quarter	-
Received during the quarter	15
Disposed of during the quarter	15
Remaining unresolved at the end of the quarter	-

For Nucleus Software Exports Ltd.

*Visham P. D. D. D.*  
Managing Director

**NUCLEUS SOFTWARE EXPORTS LIMITED**

SEGMENT REPORTING (STANDALONE)		(Amount in Rupees lakhs)				
		December 31, 2014	Quarter ended September 30, 2014	December 31, 2013	Nine months ended December 31, 2014	Year ended March 31, 2014
<b>a)</b>	<b>Revenue by geographical segment</b>					
	India	1,293.92	1,266.77	1,487.26	3,930.62	6,985.31
	Far East	687.13	668.44	760.05	1,930.58	3,098.53
	South East Asia	1,133.94	1,025.73	888.58	2,984.73	3,588.25
	Europe	969.52	975.19	731.94	2,638.59	2,150.08
	Middle East	1,529.96	1,760.80	1,162.17	4,862.17	4,976.61
	Africa	437.06	779.90	781.30	1,642.07	2,030.33
	Others	732.73	370.70	392.55	1,596.59	1,281.96
	<b>Total</b>	<b>6,784.26</b>	<b>6,847.53</b>	<b>6,203.85</b>	<b>19,585.35</b>	<b>24,111.07</b>
	<b>Less :- Inter segment revenue</b>					
	<b>Net revenue from operations</b>	<b>6,784.26</b>	<b>6,847.53</b>	<b>6,203.85</b>	<b>19,585.35</b>	<b>24,111.07</b>
<b>b)</b>	<b>Segment profit before tax</b>					
	India	180.92	198.50	521.71	707.52	2,234.00
	Far East	345.60	384.38	460.77	1,057.14	1,746.49
	South East Asia	562.46	463.24	280.18	1,356.10	1,044.62
	Europe	498.19	611.14	306.30	1,514.18	995.63
	Middle East	863.93	1,183.43	733.14	3,053.49	3,014.35
	Africa	307.80	533.56	430.72	1,136.16	1,157.94
	Others	546.71	265.05	220.06	1,157.91	766.63
	<b>Total</b>	<b>3,305.61</b>	<b>3,639.30</b>	<b>2,952.88</b>	<b>9,982.50</b>	<b>10,959.66</b>
	Add :- Other income	1,041.22	616.26	742.86	2,270.74	2,993.92
	Less :- Other unallocable expenditure	2,338.53	2,419.14	1,751.46	7,151.47	7,177.79
	<b>Operating profit before tax</b>	<b>2,008.30</b>	<b>1,836.42</b>	<b>1,944.28</b>	<b>5,101.77</b>	<b>6,775.79</b>
<b>c)</b>	<b>Capital employed (Refer note 5 below)</b>	<b>39,221.09</b>	<b>37,631.94</b>	<b>36,544.00</b>	<b>39,221.09</b>	<b>35,560.81</b>

OTHER INFORMATION (STANDALONE)		(Amount in Rupees lakhs)				
		December 31, 2014	Quarter ended September 30, 2014	December 31, 2013	Nine months ended December 31, 2014	Year ended March 31, 2014
<b>Particulars</b>						
<b>Details of other income:</b>						
Interest received	394.65	223.75	147.22	832.15	795.36	
Dividend received from non-trade investments	59.35	115.36	190.78	336.40	574.02	
Dividend received from subsidiary company					939.32	
Profit on sale of investments	503.60	138.30	425.53	801.91	453.85	
Foreign exchange gain/(loss)	26.02	25.38	(24.71)	69.11	117.31	
Miscellaneous income	57.60	113.47	4.04	231.17	10.59	
<b>Total</b>	<b>1,041.22</b>	<b>616.26</b>	<b>742.86</b>	<b>2,270.74</b>	<b>2,993.92</b>	

For Nucleus Software Exports Ltd.  
  
 Managing Director



**NOTES:**

1. The above financial results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on January 27, 2015.
2. The Auditors have carried out an audit of standalone results of the Company for quarter and nine months ended December 31, 2014. There are no qualifications in the Auditors' report on these financial statements.
3. Pursuant to the Companies Act, 2013, ("The Act"), being effective from April 1, 2014, the Company has revised depreciation rates in respect of computers and data processing unit (end user devices such as desktop, laptops etc.) as per the useful life specified in Part "C" of Schedule II of the Act. As a result of this change, the depreciation charge for the quarter and nine months ended December 31, 2014 is higher by Rs. 15.44 Lakhs and Rs. 41.31 Lakhs respectively.
4. Tax expenses include current tax, deferred tax, taxes pertaining to earlier years and withholding taxes charged off.
5. Fixed assets used in the Company's business cannot be specifically identified with any of the reportable segments, as these are used interchangeably between various segments. The Management believes that it is not practicable to provide segment-wise disclosures relating to total assets and liabilities since a meaningful segregation of the available data is not possible.
6. Previous period/year figures have been regrouped /reclassified, wherever necessary.

By Order of the Board  
For Nucleus Software Exports Limited



Vishnu R Dusad  
CEO & Managing Director

Place: Noida  
Date : January 27, 2015

