

May 14, 2018

Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001	Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex Bandra East, Mumbai – 400 051
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Dear Sir(s)/Ma'am,

Ref.: **BSE Script Code: 539289 / NSE Symbol: MAJESCO**Sub: **- Outcome of the Board Meeting held on May 14, 2018.**

Kindly note that the Board of Directors of Majesco Limited ("the Company") at its meeting held today i.e. May 14, 2018, approved the following:

1. Statement of Un-Audited Financial Results for the quarter ended March 31, 2018 and Audited Financial Results for the year ended March 31, 2018 (both Standalone & Consolidated), prepared in accordance with Indian Accounting Standards (IND-AS), along with Audit Reports issued by M/s. Varma and Varma, Chartered Accountant, Statutory Auditors of the Company.

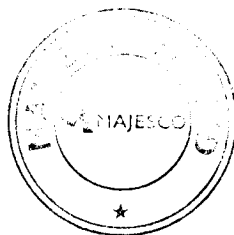
We are enclosing hereto copies of aforementioned documents along with declaration in respect of Audit Reports with unmodified opinion, as required by Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Re-appointment of Mr. Radhakrishnan Sundar (DIN:00533952), as an Executive Director from June 1, 2018 to May 31, 2021, liable to retire by rotation, subject to the approval of shareholders at the ensuing Annual General Meeting.
3. Appointment of Mrs. Varika Rastogi as Company Secretary of the company with effect from May 14, 2018 and noted resignation of Mr. Nishant S. Shirke, Company Secretary of the Company

The Board meeting started at a 11:45 A.M. and concluded at 2:00 P.M.

Thanking you

Yours Truly

For **MAJESCO LIMITED**
Kunal Karan
Chief Financial Officer

Encl: - As above.

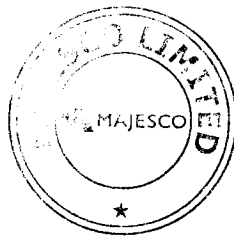
May 14, 2018

Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001 Tel No. 022- 22723121 Fax No. 22723719	Listing Department National Stock Exchange of India Limited Bandra Kurla Complex, Bandra East, Mumbai – 400 051 Tel No.:-26598100 Fax No. 022-26598237/26598238
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Dear Sir(s)/Ma'am,

Ref.:- **BSE Script Code: 539289 / NSE Symbol: MAJESCO**Sub:- **Declaration in respect of Unmodified Opinion on Consolidated and Standalone Audited Financial Statement for the Financial Year Ended March 31, 2018.**

In terms of SEBI circular CIR/CFD/CMD/56/2016 dated May 27, 2016 and pursuant to Regulation 33 (3) (d) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, I, Mr. Kunal Karan- Chief Financial Officer of the Company, hereby declare and confirm that the Statutory Auditors of the Company viz. M/s Varma and Varma, Chartered Accountants, (FRN . 004532S) have issued Audit Reports with unmodified opinion on Consolidated and Standalone Audited Financial Statement for the financial year ended March 31, 2018.

For **MAJESCO LIMITED**
Kunal Karan
Chief Financial Officer

INDEPENDENT AUDITORS' REPORT

To,

The Members,
Majesco Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Majesco Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the cash flow statement for the year ended, and a summary of significant accounting policies and other explanatory information.

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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, statement of changes in equity of the Company and cash flows accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind As) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes the 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 the 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. 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 there under.

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 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 Ind AS and the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018 and its profit, total comprehensive income, the statement of changes in equity and its cash flows for the year ended on that date;



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 Companies Act, 2013, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give 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 including other comprehensive Income, Statement of Changes in equity 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 Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- e) On the basis of written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, 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



Varma & Varma

Chartered Accountants

- 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 41.
 - ii. the Company has made provision, as required under the applicable law or Indian accounting standards, for material foreseeable losses on long term contracts.
 - iii. there were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.

For **VARMA & VARMA**
Chartered Accountants
FRN 004532S



Place: Mumbai
Date: May 14, 2018

Cherian K Baby
Partner
M No. 16043

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements of Majesco Limited for the year ended March 31, 2018

- i. a. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- b. The fixed assets of the company have been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion frequency of verification is reasonable.
- c. As mentioned in Note 6.2, the title of immovable properties is yet to be transferred in the name of company till March 31, 2018. The details are as stated below.

SI No	Details of Property
1	Plot No. 136 & P136/1 at TTC Industrial Area, Millennium Business Park, Mahape, Navi Mumbai 400710

- ii. The Company is in the business of rendering software services and consequently does not hold any physical inventory. Therefore, the provisions of clause 3(ii) of the said 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 Companies Act, 2013. Therefore, the provisions of clause 3(iii) (a) to 3(iii) (c) of the said Order are not applicable to the Company
- iv. The company has given a corporate guarantee in connection with loan outstanding of INR 5431.25 lakhs (USD 8.33 Million) {Loan availed was INR 6,517.50 lakhs (10 million), out of which one instalment of INR 1086.25 lakhs (USD 1.67 million) has been repaid during the year} by a foreign subsidiary from a bank against Standby Documentary Credit (SBDC) issued by bank against pledge of mutual funds for INR 8,000 lakhs with various mutual funds. As per the information and documents furnished to us, the company has complied with the provisions of section 185 and 186 of the Act in this regard.



- v. The company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Act and the rules framed there under to the extent notified.
- vi. Provisions of section 148 of the Act with regard to maintenance of cost records are not applicable to the Company.
- vii. a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, value added tax, service tax, goods and service tax & cess as applicable, with the appropriate authorities, in all material respects.
b. According to the information and explanations given to us and the records of the company examined by us, there are no material amounts of dues of income tax, service tax, goods and service tax, duty of customs and value added tax which have not been deposited on account of any dispute.
- viii. The company does not have any loans or borrowings from any financial institution or bank or Government, nor has it issued any debentures as at the balance sheet date. Hence, the provisions of Clause 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). It has also not raised any term loans during the year.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees, was noticed or reported during the audit.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. As the company is not a Nidhi company and Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the company.



Varma & Varma

Chartered Accountants

- xiii. The company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the standalone financial statements as required under Ind-AS 24, Related Party Disclosures specified under section 133 of the Act, read with Rule 4 of the Companies (Indian Accounting standards) Rules, 2015.
- xiv. During the year, the Company raised a sum of INR 23,108 lakhs by private placement basis to qualified institutional buyers (QIP) completed on 1 of February 2018. Pending utilisation of the funds so raised, the funds have been temporarily invested in mutual funds and fixed deposits with banks as at March 31, 2018.
- xv. The Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order are not applicable to the Company.
- 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, the provisions of clause 3(xvi) of the order are not applicable to the company.

For **VARMA & VARMA**
Chartered Accountants
FRN 004532S



Place: Mumbai
Date: May 14, 2018

Cherian K Baby
Partner
M No. 16043

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

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 **Majesco Limited** ("the Company") as of March 31, 2018 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 Ind-AS and the 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 Ind-AS and the 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 controls 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 March 31, 2018, 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.

For **VARMA & VARMA**
Chartered Accountants
FRN 004532S



Place: Mumbai
Date: May 14, 2018

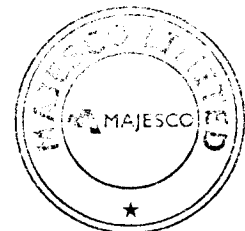
A handwritten signature in black ink, appearing to read "Cherian K Baby".

Cherian K Baby
Partner
M No. 16043

(All amounts in INR lakhs unless otherwise stated)

**STATEMENT OF STANDALONE UNAUDITED RESULTS FOR THE QUARTER AND AUDITED RESULTS FOR THE YEAR ENDED
MARCH 31 , 2018**

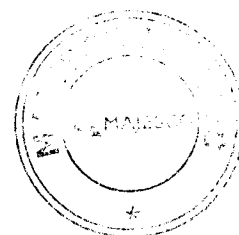
Sl no	Particulars	Quarter ended			Year ended	
		March 31 , 2018 (Unaudited)	December 31 , 2017 (Unaudited)	March 31 , 2017 (Unaudited)	March 31 , 2018 (Audited)	March 31 , 2017 (Audited)
1	Income					
	Revenue from operations	550	486	370	1,999	1,560
	Other income	683	395	354	1,858	1,571
	Total income	1,233	881	724	3,857	3,131
2	Expenses					
	Employee benefit expenses	453	380	305	1,514	1,383
	Finance costs	2	-	26	28	84
	Depreciation and amortization expenses	32	28	21	110	81
	Other expenses	226	290	216	1,173	1,270
	Total expenses	713	698	568	2,825	2,818
3	Profit / (loss) before exceptional Items	520	183	156	1,032	313
4	Exceptional items, net - gain / (loss)	(13)	4	(225)	1,053	(225)
5	Profit / (loss) before tax	507	187	(69)	2,085	88
6	Tax expenses					
	Current tax	131	15	59	403	52
	Deferred tax	109	102	(55)	238	(38)
	Income tax for earlier years	-	9	(54)	9	(54)
	Total tax	240	126	(50)	650	(40)
7	Net profit / (loss)	267	61	(19)	1,435	128
8	Other comprehensive income					
	A (i) Items that will not be reclassified to profit or loss	9	1	29	13	27
	(ii) Income tax relating to items that will not be reclassified to profit or loss	(2)	-	(10)	(3)	(9)
	B (i) Items that will be reclassified to profit or loss	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-
	Total other comprehensive income , net of tax	7	1	19	10	18
9	Total comprehensive income	274	62	-	1,445	146
10	Paid up equity share capital (Face value of INR 5/- each)	1,406	1,180	1,168	1,406	1,168
11	Reserves	NA	NA	NA	50,584	26,155
12	Earning per share of INR 5/- each (not annualized)					
	Basic (INR)	1.00	0.26	(0.08)	5.92	0.55
	Diluted (INR)	0.96	0.25	(0.07)	5.62	0.52



(All amounts in INR lakhs unless otherwise stated)

BALANCE SHEET

PARTICULARS	As at	
	March 31 , 2018 (Audited)	March 31 , 2017 (Audited)
ASSETS		
1 Non-current assets		
(a) Property, plant and equipment	467	374
(b) Capital work-in-progress	-	173
(c) Investment property	750	1,004
(d) Intangible assets	35	-
(e) Financial assets		
(i) Investments	16,453	15,952
(ii) Loans	32	32
(f) Deferred tax assets (Net)	35	276
(g) Income tax assets (net)	559	124
(h) Other non-current assets	-	1
2 Current assets		
(a) Financial assets		
(i) Investments	30,880	1,408
(ii) Trade receivables	443	378
(iii) Cash and cash equivalents	13	5
(iv) Bank balances	3,001	7,840
(v) Other assets	337	695
(b) Income tax assets (Net)	13	450
(c) Other current assets	404	169
Total assets	53,422	28,881
EQUITY AND LIABILITIES		
1 Equity		
(a) Equity share capital	1,406	1,168
(b) Other equity	50,584	26,155
2 Non-current liabilities		
(a) Financial liabilities		
(i) Other liabilities	354	405
(b) Provisions	52	49
(c) Other non-current liabilities	33	61
3 Current liabilities		
(a) Financial liabilities		
(i) Trade payables	104	60
(ii) Other liabilities	707	787
(b) Other current liabilities	166	179
(c) Provisions	16	17
Total equity and liabilities	53,422	28,881



(All amounts in INR lakhs unless otherwise stated)

Notes :

- 1 The above results were reviewed by the Audit Committee on May 14, 2018 and were thereafter approved by the Board at its meeting held on May 14, 2018.
- 2 The Company adopted Indian Accounting Standards ("IND AS") and accordingly the financial results for the above periods presented have 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 the relevant rules issued thereunder and the other accounting principles generally accepted in India. The date of transition to Ind AS is April 1, 2016. The impact of transition has been accounted for in opening reserve and the comparative period results have been restated accordingly.
- 3 As required by Circular No.CIR/CFD/FAC/62/2016 dated July 5, 2016 issued by the Securities and Exchange Board of India ('SEBI'), the financial results and financial information for the quarter and year ended March 31, 2017 have been prepared by the management after making the necessary adjustments to give a true and fair view of the results in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013. The result for the quarter ended March 31, 2018 are the balancing figures between the audited figures of the financial year ended on March 31, 2018 and the published year to date figures upto the nine months ended December 31, 2017.
- 4 The company has prepared reconciliation of profit under Indian GAAP previously reported vis-à-vis total comprehensive income under Ind AS for the quarter ended and year ended March 31, 2017 in accordance with Ind AS 101.

Reconciliation between statement of profit and loss as previously reported (referred to as 'Previous GAAP') and Ind AS:

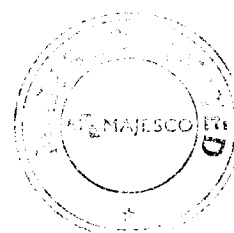
Particulars	Quarter ended	Year ended
	March 31 , 2017 (Unaudited)	March 31 , 2017 (Audited)
Net Profit as per previous GAAP	4	237
Expense on employee stock options	(14)	(118)
Income on fair valuation of current investments (net of tax)	10	27
Profit as per Ind AS	-	146

- 5 The company has prepared reconciliation of Equity under Indian GAAP vis-à-vis Equity under Ind AS for the year ended March 31, 2017.

Reconciliation of equity previously reported (referred to as 'Previous GAAP') and Ind AS:

Particulars	As at
	March 31 , 2017 (Audited)
Equity under Previous GAAP	25,928
Income recognised on fair valuation of security deposits	6
Fair valuation of investments	43
Fair valuation of options granted to employees of subsidiaries	1,362
Tax impact	(16)
Total adjustments	1,395
Equity as per IND AS	27,323

- 6 Other comprehensive income represent changes in employee benefits expenses (Actuarial gains/(losses)).
- 7 The Board of Directors at their meeting held on August 03, 2017 had declared Special Dividend of INR 1/- per share of nominal value of INR 5/- each for the financial year. The Company has complied with necessary provisions of The Companies Act, 2013 relating to payment of dividend.



(All amounts in INR lakhs unless otherwise stated)

8 During the quarter , the company has issued 44,43,849 Equity shares of INR 5/- each for cash pursuant to qualified institutional placement (QIP) as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations at INR 520/- per share aggregating to 23,108 (Including share premium). Issue related expenses of 581 have been debited to share premium account. This issue was fully subscribed and allotment was completed on February 1, 2018. As at March 31, 2018 the funds remain unutilized for the purpose received and has been temporarily invested in fixed deposit with bank and mutual funds.

9 Exceptional items:

(a) During the year, the company has made a net profit on sale of investment property of 1,063. The Company had entered into a deed of assignment on August 1, 2017 for assignment of all its rights, title and interest in relation to the property located at Pune, Maharashtra in favour of the buyer for a total consideration of 1,559. The said transaction has been completed on August 1, 2017 and all the adjustments relating to the transaction have been completed during the quarter ended March 31, 2018, resulting in a cost of 3 for the quarter.

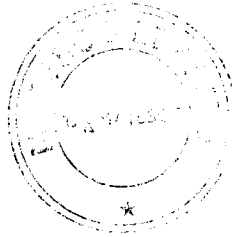
(b) In the previous year, The Company has provided 225 on account of share of stamp duty against demand raised on Mastek Limited by the Office of the Superintendent of Stamps, Gandhinagar, for implementation of the demerger scheme and while making the payment, an additional cost of 10 has been accrued during the current quarter. As a result, a net gain of 1,053 under exceptional items is recognised in the Profit & Loss Statement for the year ended 31st March 2018.

10 Previous period's / year's figures have been regrouped or reclassified wherever necessary.

For and on behalf of the Board



FARID KAZANI
Managing Director
DIN: 06914620



Place : Navi Mumbai
Date : May 14 , 2018

Independent Auditors' Report on Consolidated Financial Statements

To,

The Members,
Majesco Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of **Majesco Limited** ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the consolidated balance sheet as at March 31,2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the consolidated cash flow statement for the year ended, and a summary of the significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of the 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 including other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind As) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements.

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.



Auditors' Responsibility

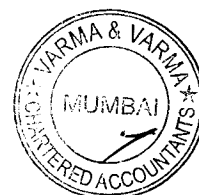
3. Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
4. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards and pronouncements 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.
5. 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. 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.
6. 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 8 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Opinion

7. 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 Ind AS and the accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at March 31, 2018, and their consolidated profit, consolidated total comprehensive income, consolidated statement of changes in equity and their consolidated cash flows for the year ended on that date.

Other Matter

8. a) We have audited the special purpose financial statements of five foreign subsidiaries prepared under Ind AS for the purposes of consolidation which have been considered in these consolidated financial statements. These statements are prepared with reference to the audited consolidated financial statements of all subsidiaries audited by another auditor under US-GAAP on which reliance is placed by us for the audit of the special purpose financial statements. We are not Statutory Auditors of these companies.



b) We did not separately audit the financial information of three subsidiaries included in the audited consolidated financial statements of all subsidiaries referred to above whose financial information reflect total assets of INR 2,257 Lakhs and net assets of INR 1,399 Lakhs as at March 31, 2018, total revenue of INR 3,629 Lakhs, net comprehensive income of INR 20 Lakhs and net cash flows (decrease) amounting to INR 43 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries (not incorporated in India) is based solely on the reports of the other auditors.

c) 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 and the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

9. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, 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 have been maintained by the Holding Company, including relevant records for preparation of the aforesaid consolidated financial statements so far as it appears from our examination of those books and records of Holding Company and reports of other auditors.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, including relevant records relating to the preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Holding Company and its Subsidiary company incorporated in India is disqualified as on March 31, 2018 from being appointed as a director in terms of sub-section 2 of Section 164 of the Act.



Varma & Varma

Chartered Accountants

f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary company 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 Auditors) Rules, 2014, as amended, 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, if any, of pending litigations as at March 31, 2018 on the consolidated financial position of the Group. Refer Note 46;
- ii. Provision has been made in the consolidated financial statements, as required under the applicable law or Indian accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts; and
- 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 company incorporated in India, during the year ended March 31, 2018.

For **VARMA & VARMA**
Chartered Accountants
FRN 004532S



Cherian K Baby
Partner
M No. 16043

Place: Mumbai
Date: May 14, 2018

ANNEXURE – A TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") referred to in Para 9 of our report for the year ended March 31, 2018.

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31 2018, we have audited the internal financial controls over financial reporting of Majesco Limited ("the Holding Company") and one of its subsidiary company which is a company 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 company, which is a company 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 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") issued by 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 including the Indian Accounting Standards (Ind As) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. A company's internal financial controls 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, including the Indian Accounting Standards (Ind As) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized 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 one of its subsidiary company, which is a company 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 March 31, 2018, 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 **VARMA & VARMA**
Chartered Accountants
FRN 004532S



A handwritten signature in black ink, appearing to read "Cherian K Baby".

Cherian K Baby

Partner

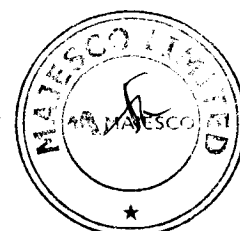
M No. 16043

Place: Mumbai
Date: May 14, 2018

(All amounts in INR lakhs, unless otherwise stated)

**STATEMENT OF CONSOLIDATED UNAUDITED RESULTS FOR THE QUARTER AND AUDITED RESULTS FOR YEAR ENDED
MARCH 31, 2018**

SI no	Particulars	Quarter ended			Year ended	
		March 31, 2018 (Unaudited)	December 31, 2017 (Unaudited)	March 31, 2017 (Unaudited)	March 31, 2018 Audited	March 31, 2017 Audited
1	Income					
	Revenue from operations	21,669	20,727	18,954	80,604	82,617
	Other income	491	167	207	1,092	960
	Total income	22,160	20,894	19,161	81,696	83,577
2	Expenses					
	Employee benefits expense	15,765	14,398	12,305	57,284	56,622
	Finance cost	175	107	148	489	784
	Depreciation and amortization expense	388	429	483	1,785	1,722
	Other expenses	4,283	5,386	6,395	21,060	23,625
	Total expenses	20,611	20,320	19,331	80,618	82,753
3	Profit / (loss) before exceptional items	1,549	574	(170)	1,078	824
4	Exceptional items, net - gain / (loss)	(13)	4	(266)	1,053	(266)
5	Profit / (loss) before tax	1,536	578	(436)	2,131	558
6	Tax expenses					
	Income tax - current	287	495	(105)	2,428	179
	Income tax - prior periods	-	9	(32)	9	(32)
	Deferred tax	240	1,368	(40)	(586)	(262)
	Total tax	527	1,872	(177)	1,851	(115)
7	Net profit / (loss)	1,009	(1,294)	(259)	280	673
8	Other comprehensive income					
	A. (i) Items that will not be reclassified to profit or loss	25	52	676	49	408
	(ii) Income tax relating to items that will not be reclassified to profit or loss	(5)	(16)	(234)	(13)	(135)
	B. (i) Items that will be reclassified to profit or loss	136	9	(1,156)	537	(987)
	(ii) Income tax relating to items that will be reclassified to profit or loss	83	(109)	1	1	20
	Total other comprehensive income , net of tax	239	(64)	(713)	574	(694)
9	Total comprehensive income	1,248	(1,358)	(972)	854	(21)
10	Profit / (loss) attributable to:					
	Owners of the company	787	(904)	(190)	629	506
	Non-Controlling Interest	222	(390)	(69)	(349)	167
	Other comprehensive income attributable to:					
	Owners of the company	168	(43)	(495)	403	(482)
	Non-Controlling Interest	71	(21)	(218)	171	(212)
	Total comprehensive income attributable to:					
	Owners of the company	956	(947)	(685)	1,033	24
	Non-Controlling Interest	292	(411)	(287)	(179)	(45)
11	Paid up equity share capital (Face value of INR 5/- each)	1,406	1,180	1,168	1,406	1,168
12	Reserves excluding Revaluation Reserves as per balance sheet	NA	NA	NA	52,923	28,145
13	Earning per share of INR 5/- each (not annualized)					
	Basic (INR)	2.97	(3.83)	(0.81)	2.60	2.18
	Diluted (INR)	2.83	(3.65)	(0.77)	2.47	2.05



(All amounts in INR lakhs, unless otherwise stated)

BALANCE SHEET

PARTICULARS	As at	
	March 31, 2018 (Audited)	March 31, 2017 (Audited)
ASSETS		
1 Non-current assets		
(a) Property, plant and equipment	2,955	3,490
(b) Capital work-in-progress	24	173
(c) Investment Property	-	231
(d) Goodwill		
On consolidation	18,892	18,798
Others	3,232	3,209
(e) Other intangible assets	488	402
(f) Financial assets		
(i) Investments	50	-
(ii) Loans	371	298
(ii) Other financial assets	65	36
(g) Deferred tax assets (Net)	4,623	3,985
(h) Income tax assets (net)	604	810
(i) Other non-current assets	152	223
2 Current assets		
(a) Financial assets		
(i) Investments	30,880	1,759
(ii) Trade receivables	12,832	8,300
(iii) Cash and cash equivalents	5,976	7,871
(iv) Bank balances	3,001	7,938
(v) Loans	9	35
(vi) Other financial assets	6,591	5,556
(b) Income tax assets (Net)	65	-
(c) Other current assets	2,735	2,291
Total Assets	93,545	65,405
EQUITY AND LIABILITIES		
1 Equity		
Equity share capital	1,406	1,168
Other equity	52,923	28,145
Non-controlling interest	7,865	7,454
2 Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	3,414	5,556
(ii) Other financial liabilities	11	7
(b) Provisions	2,192	2,101
(c) Other non-current liabilities	2,831	2,815
3 Current liabilities		
(a) Financial liabilities		
(i) Borrowings	3,429	1,662
(ii) Trade payables	1,596	1,429
(iii) Other financial liabilities	10,125	8,630
(b) Other current liabilities	6,474	5,593
(c) Provisions	1,244	682
(d) Current tax liabilities (Net)	35	163
	93,545	65,405



(All amounts in INR lakhs, unless otherwise stated)

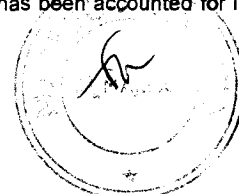
STATEMENT OF CONSOLIDATED UNAUDITED SEGMENTAL INFORMATION FOR THE QUARTER AND AUDITED SEGMENTAL INFORMATION YEAR ENDED MARCH 31, 2018

SI no	Particulars	Quarter ended			Year ended	
		March 31, 2018 (Unaudited)	December 31, 2017 (Unaudited)	March 31, 2017 (Unaudited)	March 31, 2018 Audited	March 31, 2017 Audited
1	Segment Revenue					
	North America	18,635	18,186	16,843	70,689	73,114
	UK	1,402	980	1,035	4,288	5,474
	Others	1,632	1,561	1,076	5,627	4,029
	Income from operations (net)	21,669	20,727	18,954	80,604	82,617
2	Segment Results - profit / (loss) before tax and interest					
	North America	3,953	1,634	822	6,695	4,065
	UK	227	85	108	500	1,640
	Others	306	166	145	587	226
	Total	4,486	1,885	1,075	7,782	5,931
	Less :					
	i Finance costs	175	107	148	489	784
	ii Other un-allocable expenditure net of un-allocable income	2,762	1,204	1,097	6,215	4,323
	Profit / (loss) from ordinary activities after finance costs but before exceptional items	1,549	574	(170)	1,078	824
	Exceptional items - gain / (loss)	(12)	4	(266)	1,053	(266)
	Profit / (loss) from ordinary activities before tax and non-controlling interest	1,537	578	(436)	2,131	558
3	Segment assets					
	North America	49,663	48,495	48,469	49,685	48,469
	UK	3,135	2,690	2,558	3,135	2,558
	Others	3,649	3,411	2,437	3,649	2,437
	Unallocable / corporate	37,098	13,238	11,939	37,076	11,941
	Total segment assets	93,545	67,834	65,403	93,545	65,405
4	Segment liabilities					
	North America	27,971	27,666	25,649	27,972	25,649
	UK	1,251	1,067	985	1,252	985
	Others	1,187	784	611	1,187	611
	Unallocable / corporate	942	502	1,393	940	1,393
	Total segment liabilities	31,351	30,019	28,638	31,351	28,638
5	Capital employed					
	North America	21,692	20,829	22,820	21,713	22,820
	UK	1,884	1,623	1,573	1,883	1,573
	Others	2,462	2,627	1,826	2,462	1,826
	Unallocable / corporate	36,156	12,736	10,546	36,136	10,548
	Total capital employed	62,194	37,815	36,765	62,194	36,767

NOTES :

- The above results were reviewed by the Audit Committee on May 14, 2018 and were thereafter approved by the Board at its meeting held on May 14, 2018.
- The consolidated financial results and consolidated statement of assets and liabilities relate to Majesco Group. The Group consists of Majesco Limited and its subsidiaries and step down subsidiaries mentioned below :

Majesco	Majesco (Thailand) Co. Ltd.
Majesco (UK) Limited	Majesco Software and Solutions Inc.
Majesco Software and Solutions India Private Limited	Majesco Canada Limited
Majesco Sdn. Bhd.	Cover All Systems Inc.
Majesco Asia Pacific Pte. Ltd.	
- The Company adopted Indian Accounting Standards ("IND AS") and accordingly the financial results for the above periods presented have 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 the relevant rules issued thereunder and the other accounting principles generally accepted in India. The date of transition to Ind AS is April 1, 2016. The impact of transition has been accounted for in opening reserve and the comparative period results have been restated accordingly.



(All amounts in INR lakhs, unless otherwise stated)

- 4 As required by Circular No.CIR/CFD/FAC/62/2016 dated July 5, 2016 issued by the Securities and Exchange Board of India ('SEBI'), the financial results and financial information for the quarter and year ended March 31, 2017 have been prepared by the management after making the necessary adjustments to give a true and fair view of the results in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013. The result for the quarter ended March 31, 2018 are the balancing figures between the audited figures of the financial year ended on March 31, 2018 and the published year to date figures upto the nine months ended December 31, 2017.
- 5 The company has prepared reconciliation of profit under Indian GAAP vis-à-vis total comprehensive income under Ind AS for the quarter ended and year ended March 31, 2017.

Reconciliation between statement of profit and loss as previously reported (referred to as 'Previous GAAP') and Ind AS

Particulars	Quarter ended	Year ended
	March 31, 2017 (Unaudited)	March 31, 2017 (Audited)
Net Profit as per previous GAAP	363	1,939
Effective interest rate on security deposits paid	-	(1)
Fair valuation of current investments	7	31
Expense on employee stock option scheme compensation	(381)	(1,693)
Contingent consideration payable on business acquisition	(29)	(108)
Deferred consideration payable on business acquisition	(22)	(85)
Deferment of upfront fees paid on loan	19	(21)
Reversal of goodwill amortization	218	884
Net change in fair value of cash flow hedge	-	(39)
Foreign exchange translation differences	(1,147)	(928)
Total comprehensive income under IND AS	(972)	(21)

- 6 The company has prepared reconciliation of Equity under Indian GAAP vis-à-vis Equity under Ind AS for the year ended March 31, 2017.

Reconciliation of equity previously reported (referred to as 'Previous GAAP') and Ind AS:

Particulars	As at
	March 31, 2017 (Audited)
Shareholder's equity as per previous GAAP	28,794
IND AS effects	
Contingent consideration payable on business acquisition	(499)
Deferred consideration payable on business acquisition	44
Deferment of upfront fees paid on loan	40
Effective interest rate on security deposits paid	(2)
Fair valuation of current investments (mutual fund)	33
Reversal of goodwill amortization	855
Tax impact on fair value of cash flow hedge	(19)
Others	2
Share of minority on above	65
Shareholder's equity as per Ind AS	29,313

- 7 Other comprehensive income represents remeasurement of defined benefit obligation, exchange differences on translation of foreign operations and net change in fair value of cash flow hedge.
- 8 During the quarter, the company has issued 44,43,849 Equity shares of INR 5/- each for cash pursuant to qualified institutional placement (QIP) as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations at INR 520/- per share aggregating to 23,108 (Including share premium). Issue related expenses of 581 have been debited to share premium account. This issue was fully subscribed and allotment was completed on February 1, 2018. As at March 31, 2018 the funds remain unutilized for the purpose received and has been temporarily invested in fixed deposit with bank and mutual funds.
- 9 **Exceptional items :**
- (a) During the year, the company has made a net profit on sale of investment property of 1,063. The Company had entered into a deed of assignment on August 1, 2017 for assignment of all its rights, title and interest in relation to the property located at Pune, Maharashtra in favour of the buyer for a total consideration of 1,559. The said transaction has been completed on August 1, 2017 and all the adjustments relating to the transaction have been completed during the quarter ended March 31, 2018, resulting in a cost of 75 for the quarter.



(All amounts in INR lakhs, unless otherwise stated)

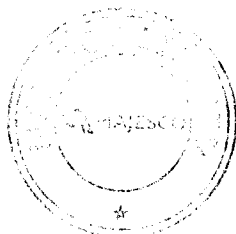
- (b) In the previous year, the Company has provided 225 on account of share of stamp duty against demand raised on Mastek Limited by the Office of the Superintendent of Stamps, Gandhinagar, for implementation of the demerger scheme and while making the payment, an additional cost of 10 has been accrued during the current quarter. As a result, a net gain of 1,053 under exceptional items is recognised in the Profit & Loss Statement for the year ended 31st March 2018.
- (c) In the previous year, Majesco Sdn Bhd, a step down subsidiary of the company, in its consolidated financials has provided loss of 41 on account of impairment of goodwill of Majesco Asia Pacific Pte Ltd as a result of lower than expected performance of Majesco Asia Pacific Pte Ltd. Considering the nature and amount of loss provided it has been disclosed as an exceptional item.
- 10 Due to the recent Tax reforms in USA which included a reduction in corporate tax rates, the foreign subsidiary company had to reassess its Deferred Tax Assets ("DTAs") and Deferred Tax Liabilities. The estimated adjustment arising from such reassessment of 1,634 has been debited to the Profit & Loss Statement of the current quarter. The said subsidiary company intends to reassess the carrying value of these assets and liabilities on a quarterly basis, as to their ultimate realisation.
- 11 The Board of Directors at their meeting held on August 03, 2017 had declared Special Dividend of INR 1/- per share of nominal value of INR 5/- each for the financial year. The Company has complied with necessary provisions of The Companies Act, 2013 relating to payment of dividend.
- 12 One of the foreign subsidiary has received a notice in respect of legal action initiated by one of its customers. The said customer is seeking compensatory damages / claims of USD 10 Million which is not accepted by the foreign subsidiary since it believes that the claim has no merit and is contesting the claim. However, as a matter of abundant caution, the subsidiary has made adequate provisions against trade receivables from this customer. The litigation is inherently unpredictable, and the costs and other effects of this matter and the possibility of any adverse outcome cannot be determined at this time, but is covered by insurance.
- 13 Previous period's / year's figures have been regrouped or reclassified wherever necessary.

For and on behalf of the Board

Farid Kazani

Farid Kazani
Managing Director
DIN: 06914620

Place : Navi Mumbai
Date : May 14 , 2018



For Immediate Release**Clarification Note**

With respect to the financial results for the fourth quarter and full year ended 31st March, 2018 for Majesco Limited, please note that the Company has adopted Indian Accounting Standard's ("IND AS") and accordingly the financial results for all the periods presented have been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 Interim Financial Reporting prescribe under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India. The date of transition to Ind AS is April 1, 2017. The impact of transition has been accounted for in opening reserve and the comparative period results have been restated accordingly.

Majesco Q4FY2018 Revenue at Rs 216.7 crore; up 4.5% QoQ and 14.3% YoY

- Cloud Revenue at Rs 67.9 crore; up 6.4% QoQ and 89.6% YoY
- Adjusted EBITDA margin at 9.4%; up 298 bps QoQ and 601 bps YoY

Mumbai, 14th May, 2018: Majesco Ltd. (MJCO), (BSE: 539289), (NSE: MAJESCO), a global provider of software, consulting and services for insurance business transformation, announced today its financial results for the **fourth quarter and full year FY2018** ended 31st March, 2018.

Review of consolidated financial performance for the quarter ended 31st March, 2018:

- The operating revenue for the quarter under review was Rs 216.7 crore, an increase of 4.5% in rupee terms and up 3.6% in constant currency from Rs 207.3 crore as compared to the sequential quarter Q3FY2018 as well as an increase of 14.3% in rupee terms and 15.9% in constant currency from Rs 189.5 crore as compared to corresponding quarter of the previous year Q4FY2017.
- Total revenue for the quarter under review was Rs 221.6 crore, an increase of 6.1% in rupee terms from Rs 208.9 crore as compared to the sequential quarter Q3FY2018 and an increase of 15.7% in rupee terms from Rs 191.6 crore as compared to the corresponding quarter of the previous year Q4FY2017.
- The Company reported an adjusted EBITDA of Rs 20.4 crore (9.4% of operating revenue) in Q4FY2018 as compared to Rs 13.3 crore (6.4% of operating revenue) in Q3FY2018, up 298 bps sequentially and Rs 6.4 crore (3.4% of operating revenue) in the corresponding quarter of the previous year Q4FY2017, up 601 bps YoY basis.
- Net profit for the quarter under review stood at Rs 10.1 crore as compared to net loss of Rs 12.9 crore in the sequential quarter Q3FY2018 and net loss of Rs 2.6 crore in corresponding quarter of the previous year Q4FY2017.
- The product research & development spends during the quarter stood at Rs 30.0 crore (13.8% of operating revenue) as compared to Rs 29.4 crore (14.2% of operating revenue) in the sequential quarter Q3FY2018 and Rs 28.3 crore (14.9% of operating revenue) in corresponding quarter of previous year Q4FY2017.

Note: Adjusted EBITDA stated above is before ESOPs cost and excluding one-time exceptional item

For the Financial Year ended 31st March, 2018:

- The operating revenue was Rs 806.0 crore for FY2018 as compared to Rs 826.2 crore in FY2017, reflecting a drop of 2.4% in rupee terms and an increase of 0.9% in constant currency terms.
- Total revenue was Rs 817.0 crore for FY2018 as compared to Rs 835.8 crore in FY2017, reflecting a decrease of 2.3% on YoY basis.
- The Company reported an adjusted EBITDA of Rs 39.2 crore (4.9% of operating revenue) for FY2018 as compared to Rs 40.9 crore (4.9% of operating revenue) in FY2017.
- Net profit stood at Rs 2.8 crore for FY2018 as compared to Rs 6.7 crore in FY2017.
- The product research & development spends was at Rs 112.6 crore (14.0% of operating revenue) for FY2018 as compared to Rs 116.6 crore (14.1% of operating revenue) in FY2017.

Other Operating highlights during the fourth quarter and full year ended 31st March 2018:

- **Cloud Revenue:** Total Revenue from cloud-based customers was Rs 67.9 crore (31.3% of operating revenue) for the quarter ended 31st March, 2018 as compared to Rs 63.8 crore (30.8% of operating revenue) in the quarter ended 31st December, 2017 reflecting a growth of 6.4% on QoQ basis and up by 89.6% as compared to Rs 35.8 crore (18.9% of operating revenue) in the corresponding quarter ended 31st March, 2017. For FY2018 Total Revenue from cloud-based customers was Rs 239.9 crore (29.8% of operating revenue) as compared to Rs 159.1 crore (19.3% of operating revenue) in FY2017 reflecting a growth of 50.7% on YoY basis.
- **Recurring Revenue:** Total recurring revenue was Rs 61.1 crore (28.2% of operating revenue) for the quarter ended 31st March, 2018 as compared to Rs 54.0 crore (26.0% of operating revenue) in the quarter ended 31st December, 2017 reflecting a growth of 13.2% on QoQ basis and up by 40.2% as compared to Rs 43.6 crore (23.0% of operating revenue) in the corresponding quarter ended 31st March, 2017. For FY2018 total recurring revenue was Rs 215.4 crore (26.7% of operating revenue) as compared to Rs 196.7 crore (23.8% of operating revenue) in FY2017 reflecting a growth of 9.5% on YoY basis. Total cloud subscription revenue was Rs 19.4 crore (8.9% of operating revenue) for the quarter ended 31st March, 2018 as compared to Rs 18.2 crore (8.8% of operating revenue) in the quarter ended 31st December, 2017 reflecting a growth of 6.5% on QoQ basis and up by 54.5% as compared to Rs 12.5 crore (6.6% of operating revenue) in the corresponding quarter ended 31st March, 2017. For FY2018 total subscription revenue was Rs 72.5 crore (9.0% of operating revenue) as compared to Rs 46.5 crore (5.6% of operating revenue) in FY2017 reflecting a growth of 55.8% on YoY basis.
- **Clients:** The Company added 4 new clients during the quarter. Total client count as of 31st March, 2018 stood at 175. Total cloud customers count as of 31st March, 2018 was 37. In terms of client concentration, the top 5 constituted 32.0% to revenue and the top 10 customers constituted 44.9% to revenue for the quarter under review. For FY2018, top 5 and top 10 customers constituted 28.0% and 42.5% respectively.
- **Customer wins include:**
 - During Q4FY2018, Majesco had four new client wins including:

- ✓ A tier one global property and casualty insurer selected Majesco Billing for their new greenfield to support small commercial products following a rapid five-month process. The insurer has been a client of Majesco for over 12 years.
- ✓ A new insurance start-up based in Arizona, selected Majesco Core Suite for P&C platform on the Majesco CloudInsurer platform to support their market launch and growth strategies in a SaaS model.
- ✓ An InsurTech startup currently in stealth mode, selected Majesco CloudInsurer platform including Majesco Policy for P&C and Majesco Billing as the foundation for their launch of a new MGA for the commercial auto market initially into seven states.
- ✓ A Tier three Insurer selected Majesco P&C Suite on Majesco CloudInsurer as the foundation for their business growth strategy.
- In addition, a tier one specialty insurer extended the relation and signed a three-year agreement for application management services with Majesco to support their worker's compensation operational systems.
- For FY2018, new client wins globally included nine deals in North America, three in the India & APAC region and one in the UK. Total Contract Value (TCV) of new and existing client wins during FY2018 totalled Rs 1,436.1 crore (\$220.3mn).
- Go Lives during the quarter include two Majesco Billing customers including one tier one insurer and one customer who went live with agent portal.
- **12 month Order Backlog:** The 12-month order backlog stood at Rs 606.5 crore (\$92.6mn) as on 31st March, 2018 and in constant currency stood at Rs 591.8 crore as compared to Rs 587.3 crore (\$91.9mn) at the end of Q3FY2018, reflecting an increase of 3.3% QoQ in rupee terms and 0.7% in dollar terms. The same was also higher by 37.7% in rupee terms and 40.9% in dollar terms as compared to the Rs 440.4 crore (\$65.7mn) backlog as on 31st March, 2017. Further, the composition of cloud revenue was 42.2% in the 12 month backlog ended 31st March, 2018 as compared to 29.2% for the period ended 31st March, 2017.
- **Employees:** As on 31st March, 2018, the company had a total of 2,472 employees, of which 2,003 employees were based offshore in India while the rest were at various onsite locations outside India. Employee count at the end of 31st December, 2017 was 2,473.
- **Cash & Cash Equivalents:** The total cash & cash equivalents in Consolidated Majesco Group was at Rs 398.6 crore as on 31st March, 2018 as compared to Rs 183.4 crore at the end of 31st December, 2017.
- **Borrowings:** Total borrowings at Consolidated Majesco Group as on 31st March, 2018 was Rs 91.9 crore as compared to Rs 73.0 crore as at 31st December, 2017.

Mr. Ketan Mehta, Founder and CEO, Majesco, said: "I am extremely pleased with our Q4FY2018 results and see that our focus and investments are well aligned with the disruption taking place in the industry. As a result, we had a strong growth of 90% in our cloud business which has moved from 19% to 31% of our revenue year over year basis resulting in significant shift in our business model. As a result of this shift, we improved the profitability of our business and I am happy to report net profits for the company of Rs 10 crore. During the year we announced several new initiatives strengthening our position as a leading platform company in the insurance industry. Carriers are taking notice of our partnership with IBM as we signed one of the largest cloud deals in the industry with MetLife for digital

transformation. Moreover, we announced our microservices based Majesco Digital1st Platform, a new cloud-only digital platform which offers cutting-edge capabilities designed to rapidly develop and deploy innovative insurance digital solutions in days rather than months or years. Fiscal 2018 was a transformative year. I am excited by the opportunities to support our customer's transition to Digital Insurance 2.0 and grow our business in fiscal 2019 and beyond."

Mr. Farid Kazani, Managing Director, Majesco Ltd., said: "There has been consistent and improved financial performance over the last three quarters with QoQ growth in revenue, expanding EBITDA margins and strong order backlog position. This is highly encouraging especially with the subdued start to the year. The sequential revenue growth of 4.5%, despite a marginal decline in services revenue from on-premise business reflects the successful strategic and fundamental shift in our business model towards cloud which constitutes 31% of the Q4 revenues. The year-on-year growth in the 12 month order backlog by 41% to \$92.6mn ensures good visibility for next year's revenues and improved profitability linked to higher composition of cloud business within the backlog."

About Majesco

Majesco enables insurance business transformation for over 170 global customers by providing technology solutions which include software products, consulting and IT services. Our customers are carriers from the Property and Casualty, Life, Annuity and Group insurance segments worldwide. Majesco delivers proven software solutions and IT services in the core insurance areas such as policy administration, billing, claims, distribution and analytics. For more information, please visit us on the web at www.majesco.com

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Cautionary Language Concerning Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act. These forward-looking statements are made on the basis of the current beliefs, expectations and assumptions of management, are not guarantees of performance and are subject to significant risks and uncertainty. These forward-looking statements should, therefore, be considered in light of various important factors, including those set forth in Majesco's reports that it files from time to time with the Securities and Exchange Commission and which you should review, including those statements under "Item 1A – Risk Factors" in Majesco's Annual Report on Form 10-K for the year ended March 31, 2017.

Important factors that could cause actual results to differ materially from those described in forward-looking statements contained in this press release include, but are not limited to: integration risks; changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters; technology development risks; intellectual property rights risks; competition risks; additional scrutiny and increased expenses as a result of being a public company; the financial condition, financing requirements, prospects and cash flow of Majesco; loss of strategic relationships; changes in laws or regulations affecting the insurance industry in particular; restrictions on immigration; the ability and cost of retaining and recruiting key personnel; the ability to attract new clients and retain them and the risk of loss of large customers; continued compliance with evolving laws; customer data and cybersecurity risk; and Majesco's ability to raise capital to fund future growth.



These forward-looking statements should not be relied upon as predictions of future events and Majesco cannot assure you that the events or circumstances discussed or reflected in these statements will be achieved or will occur. If such forward-looking statements prove to be inaccurate, the inaccuracy may be material. You should not regard these statements as a representation or warranty by Majesco or any other person that we will achieve our objectives and plans in any specified timeframe, or at all. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Majesco disclaims any obligation to publicly update or release any revisions to these forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this press release or to reflect the occurrence of unanticipated events, except as required by law.