Digital Insurance 2.0:

Accelerating Growth and Innovation

2018 ANNUAL REPORT

MAJESCO

www.majesco.com

FORWARD LOOKING STATEMENTS

Certain statements in this annual report concerning our future growth prospects are forward-looking statements, which involve a number of risks, and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. We have tried wherever possible to identify such statements by using words such as anticipate, estimate, expect, project, intend, plan, believe and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, our actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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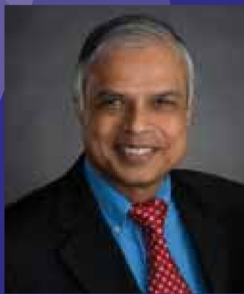

Message from the Co-Founder of Majesco Limited

Ketan Mehta
Co-Founder and Non-Executive Director
of Majesco Limited

Dear Fellow Shareholders,

Fiscal 2018 was a transformative year for Majesco. While the Insurance industry has not embraced digital transformation as quickly as other industries like Retail, Banking, Travel and Hospitality, it is changing rapidly. During last year, we saw growing momentum towards digital transformation across Property & Casualty (P&C), Life & Annuity (L&A) and Group & Voluntary Benefits carriers. As a result, demand for our cloud based platform solutions increased. Majesco experienced accelerating business momentum and we increased quarterly revenue and adjusted EBITDA sequentially during the last three quarters of fiscal 2018. We ended the year with record quarterly revenues, a strong 12-month executable backlog and improving profitability. I am specifically pleased that we have made good progress in transitioning our business model towards the cloud. Cloud business as portion of our operating revenue increased from 19.3% to 29.8% during last year. As our financial results show, we have significantly improved our business execution and enhanced our competitive advantage, while the market dynamics for our platform solutions and services remained strong.

The disruption taking place in the insurance industry is creating significant opportunities for Majesco. The insurance industry is in the early stages of what we call Digital Insurance 2.0 that is underpinned to meet new customer expectations as well as new products and services to meet their unique needs. Carriers across the industry are creating innovative new business models, products and services that leverage broad ecosystems and technology innovations such as cloud computing, artificial intelligence, machine learning and new data sources. As a result of these changes, insurers are focusing on “speed to value” and looking for platform solutions that will enable them to quickly develop, “test and learn” and launch new products.

Majesco is at the forefront of the shift to Digital Insurance 2.0, and during the year we announced several new initiatives further strengthening our position as a leading platform company in the insurance industry.

We announced and released significant updates for both the Majesco P&C Core Suite and Majesco L&A and Group Core Suite providing further platform and out-of-the box digital capabilities. Moreover, we announced Majesco Digital1st Insurance, a ground-breaking digital and microservices based cloud-only platform solution set designed to enable the next era of new business models, new products and customer engagement. One important component is Majesco Digital1st EcoExchange, the next generation marketplace and partner ecosystem hub for easy integration and a true “plug and play” with traditional and InsurTech partner apps that are easy to access and use. The new microservices platform and marketplace of partners offer cutting-edge capabilities designed to rapidly develop and deploy innovative digital solutions in days rather than months or years. Insurance carriers across all tiers as well as incumbent insurer greenfields and InsurTech startups throughout the P&C and L&A and Group markets are recognizing Majesco for our leading solutions that enable growth and innovation strategies by consistently delivering “speed to value”.

During the year, I am proud to report 24 clients successfully went into production with Majesco’s solutions, many using our enhanced delivery playbook focused on quality and “speed to value”. This was demonstrated further by the year-over-year increase in Majesco’s net promoter scores (NPS) from our customers. It is a privilege to contribute to our customers’ success by providing software and services that support their tactical and strategic plans for growth, innovation and market expansion.

We are pleased with the progress of IBM partnership. Months ago, we signed one of the largest cloud deals in the industry with MetLife for digital transformation and the joint IBM and Majesco team is working together to execute this program. Our IBM partnership continues to gain momentum with a growing pipeline and we are actively pursuing several opportunities to Tier 1 and Tier 2 insurance carriers in the Life, Annuity, Group, Property and Casualty markets.

Just like our clients, Majesco has been experiencing a significant transformation in our business model to meet these new industry demands – led by our platform strategy and its meaningful increase in cloud-based revenues. For the fiscal 2018, new client wins globally included nine deals in North America, three in the India & Asia Pacific region and one in the United Kingdom. In fact, seven of Majesco's last nine IP deals in North America during FY18 have been on the cloud and four of these nine deals have been for incumbent greenfields and InsurTech start-ups. For fiscal 2018, contribution of total cloud based revenue to our operating revenue has expanded to 29.8% from 19.3% in fiscal 2017, which reflects a growth of 50.7% over last year. We expect these trends will continue as a result of the market dynamics and our leading cloud-based product offerings. During fiscal 2018, Adjusted EBITDA as a percent of revenue increased from a negative 0.7% in the first quarter to positive 9.4% for the fourth quarter. The improvement in profitability reflects the positive mix shift as a result of growing cloud-based revenues and the benefits of Majesco's financial model that is positioned to leverage fixed operating expenses.

We ended the year with a 12-month executable order backlog of $92.6 million, which represents a 40.9% increase in dollar terms over the same period a year ago.

Delivering and delighting our customers today is the foundation for continued growth and success. It requires a fully engaged, highly energized and knowledgeable staff. I would like to thank our employees for their customer focus, teamwork and support.

On behalf of everyone at Majesco, we sincerely thank our customers for their confidence and trust. We will continue to direct our energy, innovation and effort to proving that their confidence was well placed.

I also take this opportunity to thank my fellow Board members for their guidance and support. I also want to thank you, all our shareholders including institutional investors, for your continuing support, your confidence and above all your trust.

I am enthused with our progress and excited to support our customers' transition to Digital Insurance 2.0. This transition will continue to drive opportunities to grow our business in fiscal 2019 and beyond.

Ketan Mehta
Co-Founder and Non-Executive Director

Brian Solis, a digital analyst and anthropologist, studies the effects of disruptive technology on business and society, calling it "digital Darwinism." Darwinism, as noted in the Merriam Webster dictionary is "a theory that inherent dynamic forces allow only the fittest persons or organizations to prosper in a competitive environment or situation." Solis borrowed Darwinism to describe how organizations adapt to changing customer behavior and rapidly changing technology through digital transformation, noting that the effect of digital Darwinism on business is real, and it is demonstrated through evolutionary changes in people in their views, expectations, and decision making.

And we are seeing it rapidly unfold in the insurance industry...

- The $7 trillion insurance industry is two decades late for its date with the disruption that has rocked Banking, Retail, Travel, Hospitality, Music and other industries.
- Digital companies like Amazon, Uber, Netflix, Apple and others are resetting the bar for customer engagement, resulting in Insurance facing permanent changes in customer behavior, expectations, new digital technology and a shifting of boundaries.
- The insurance industry is an opportunity so compelling that recent institutional and strategic investment exceeds $19 billion into over 1,500 InsurTech start-up companies.
- The InsurTech companies are developing innovative business models and products that are leading the way to Digital Insurance 2.0.[1]
- Insurance companies investing more in technology are performing 6% better than their peers and growing twice as fast.[2]

The cumulative impact of the current state of insurance disruption is pressuring insurers to rapidly adapt and innovate by shifting from a decades-old business model, Insurance 1.0, to a new business model, Digital Insurance 2.0, an exemplification of "digital Darwinism."

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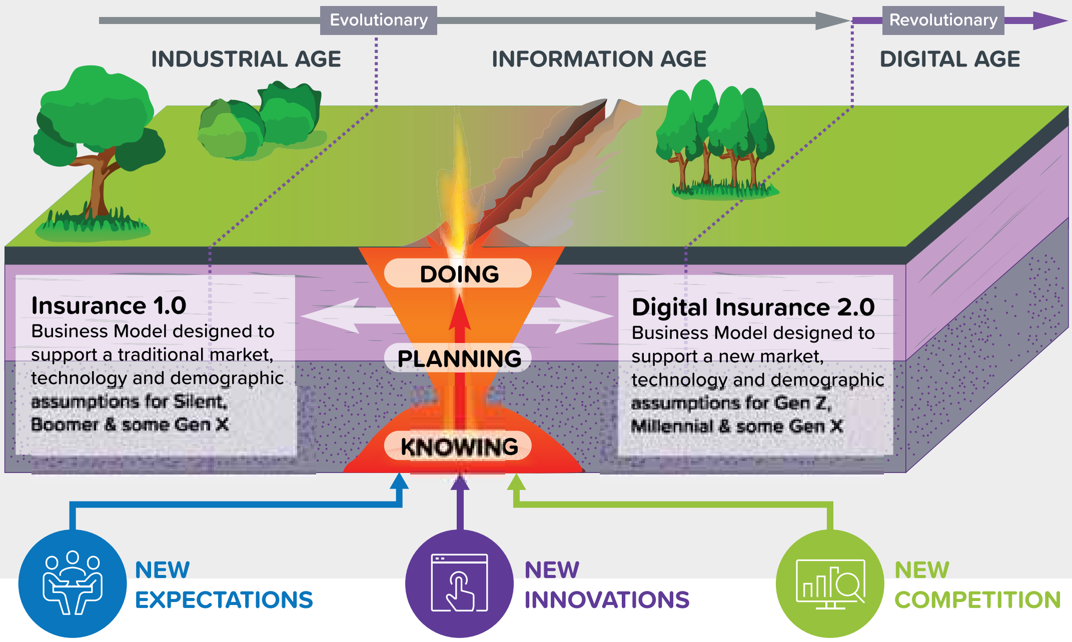
[1] "Venture Scanner Insurance Technology Startup Highlights—Q4 2017," *Venture Scanner via Medium*, https://medium.com/insurtech-vc/venture-scanner-insurance-technology-startup-highlights-q4-2017-4707ee42a09c, January 17, 2018

[2] Macquarie

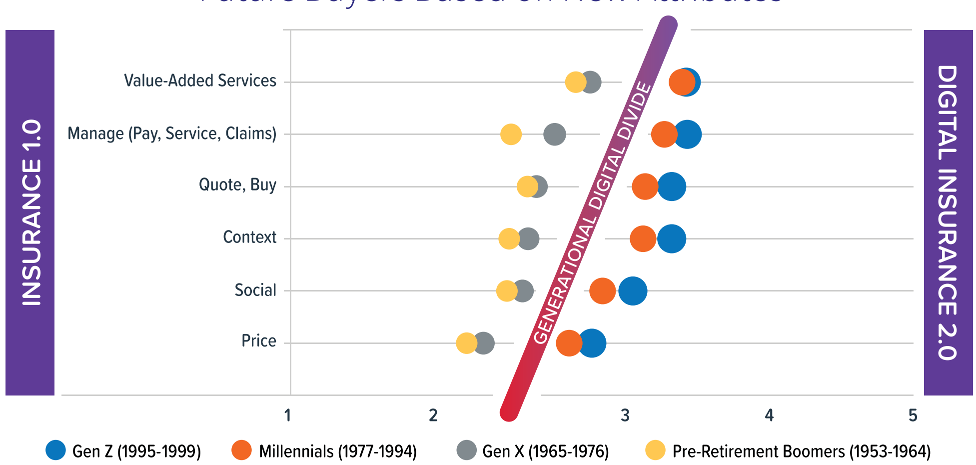


The Shift to Digital Insurance 2.0

Nearly every insurance company, from the largest to the smallest, is talking about transforming their business for the Digital Age, recognizing that every entity and part of the insurance value chain is being challenged for its existence. Digitalization is a top priority for insurers globally. It is reshaping the business of insurance. New customer expectations, new innovations and new competition are powering a focus on growth and innovation underpinned by speed to value. This is echoed by leading industry analysts who agree that the top insurance initiatives include speed to market, customer experience, digital insurer, data and analytics, innovation and core modernization as top priorities.

Reinforcing this further, Majesco's 2018 Strategic Priorities research found that insurers who reported higher levels of growth in the past year were also much more likely to focus on strategic initiatives aimed at innovation, including developing new business models, introducing new products, and expanding channels to meet new customer expectations and a new generation of insurance buyers, all foundational areas of Digital Insurance 2.0.

A Widening Generation Gap Between Current and Future Buyers Based on New Attributes



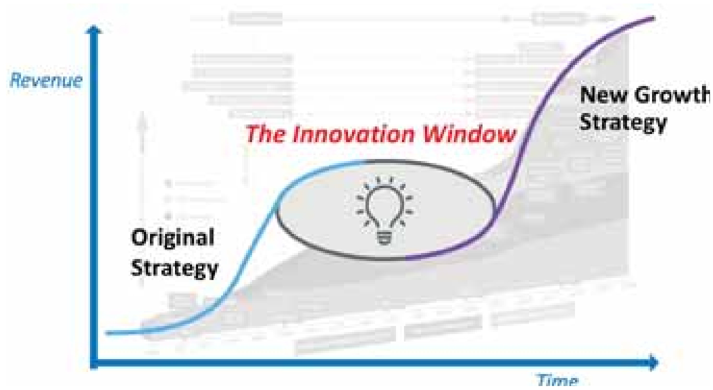
It's a whole new game in insurance. Digital technologies, new competitors (with vastly different business models, products and economics) and customers are rapidly embracing digital engagement approaches. They are open to new, innovative products and services, and they will disrupt, disaggregate and dislocate the insurance industry's traditional Insurance 1.0 business model.

The Shift to Growth and Innovation

In a "winner take all" digital world, rethinking outdated business assumptions and traditional business models is mandatory. Optimizing and digitizing the existing business will only get you so far. Attempting to overlay innovative new products, channels or other capabilities on an existing Insurance 1.0 business model built over the last 30+ years would be like "paving the cow path." Legacy systems prevent incumbents from successfully delivering on Digital Insurance 2.0 thanks to their long release cycles, batch processing, difficult upgrades and increasing costs that reduce speed to value. Compounding this dilemma, many companies are hesitant to embark on a full business transformation because of the high risk due to multi-year time commitments and tens of millions of dollars in cost.

Insurers must become digital insurgents, with a Digital Insurance 2.0 business model that leverages and innovates on a new insurance business platform to find the next growth wave and winning strategy in the new game of insurance. This is represented by overlaying the classic S-Curve on Majesco's Disruption Model, which reflects the industry disruption and shift to innovation as a means for growth. Both InsurTech startups and incumbent insurers are seeking the next S-Curve in insurance to stay relevant, survive and grow.

Survival and winning will require architecting and building a Digital Insurance 2.0 business model focused on growth and innovation. It will make today's model obsolete. As traditional industry assumptions fall away, the future of insurance will be influenced by a new architecture for insurance systems: platforms and ecosystems. Getting out ahead of the curve is more important than ever, before the divide between Insurance 1.0 and Digital Insurance 2.0 is too large to overcome.



Source: Dave Power, "Innovation Strategy: 4 Key Tactics of Top Growth Companies," Harvard Extension School, https://www.extension.harvard.edu/professional-development/blog/innovation-strategy-4-key-tactics-top-growth-companies

Shifting to Platforms and EcoSystems

Since the beginning of automation, the insurance industry has seen fundamental design, architecture and technology shifts in insurance core software solutions. First, we had the monolithic solutions running on the mainframe from the 1960's to early 2000's. This was followed with the best of breed components in the early 2000's for policy, billing and claims based on J2EE and service oriented architecture, but with each system still using different business, data and technology architectures. Next, in the early 2010's, came the loosely coupled "suites," inclusive of the policy, billing and claims components but with a consistent and common business, data and technology architecture.

Yet, through these transitions, the industry maintained a product-focused business architecture view, emphasizing policy, billing and claims capabilities and with implementation primarily on-premise or in a private hosted environment, often a "pseudo cloud environment."

Today's digital shift requires cloud-based platforms which provide the great promise to address new challenges and opportunities that enable insurers to disrupt their markets before they are disrupted. This requires a new thinking of industry solutions, one that transitions from products to platforms underpinned by three key attributes: ecosystem-friendly, centered on customer experience, and enabled by cloud computing.

Recognizing that large transformation projects were waning and a platform approach would appeal to Boards as they consider the best route to deploy capital to enable change, build flexibility and mitigate risk, Majesco realigned its business strategy to provide a leading Insurance Industry Platform enabling insurance carriers to outperform with innovative, on demand digital capabilities.

Subsequently we aligned our product strategy with over $200M in R&D investment in products, processes, people and partnerships to bring together powerful insurance platforms and ecosystems for Digital Insurance 2.0.

Majesco's portfolio of platforms is the future because platforms are the core of revolutionized business models. They combine sought-after technologies. They fit an industry that has been trying to become consumer-centric. And they are increasingly proven with over 100 customers using our next generation core systems (37 of whom are cloud customers), over 25 partners in the ecosystem, and ever-growing interest in the digital platforms.

These platforms run key business applications and services in order to match the reality and requirements of the current business environment that is characterized by constant disruption, heavy competition and growing market demands, including untapped markets with under- or unmet needs.

Incumbents with outdated technologies are at a huge disadvantage because they are unable to respond with the flexibility, agility and speed that has become the hallmark of Digital Insurance 2.0 companies.

Fundamentally, to succeed in the digital age, an insurer's strategy must focus on the following attributes:

- Customer experience and engagement is priority #1
- Business innovation is mandatory
- Ecosystems extend value
- Speed to value is the differentiator

The path to Digital Insurance 2.0 will enable insurers to:

Accelerate digital transformation to become digital era market leaders

Optimize the customer journey with deeper, personalized engagement

Accelerate innovation with new business models and products

Accelerate ecosystem opportunities and value

Avert disruption or extinction by new competition within and outside the industry

Majesco's platform strategy brings together powerful platforms to create your path to Digital Insurance 2.0

Majesco: Enabling our Customers Path to Digital Insurance 2.0

Each insurer's path to cloud-based Digital Insurance 2.0 platforms will evolve differently, whether they be incumbents, startups or greenfields. Being open to operationalize around the cloud platform's promise as a new business model paradigm acknowledges the role innovation will continue to play as insurers encounter future insurance ecosystems.

While the software platform solutions are critical, the implementation is equally important, with a focus on speed to value. Majesco's enhanced Delivery Playbook incorporated emerging best practices and approaches that enabled acceleration of implementations, while ensuring quality, changing the paradigm to achieve speed to value in months versus years.

Majesco platforms, processes, people and ecosystem are at the forefront of this shift, providing growth, innovation and value to our customers, including:

- Realization of a digital operating business model
- Optimization of the customer journey with deeper, personalized engagement
- Acceleration of innovation with new business models and products
- Leveraging "test and learn" platform capabilities to rapidly evaluate new ideas
- Extending business value with ecosystem capabilities and opportunities

Homesite Insurance – Novarica Impact Award for Digital Initiative
Homesite was selected for a 2017 Novarica Impact Award for the Digital Initiative category. Homesite Insurance launched a sales portal with Majesco CloudInsurer using Majesco Policy for P&C and Majesco Billing core systems. The initiative was completed in a little over a year, enabled product bundling, delivered up to 40% premium cost savings to customers, and facilitated expansion for other lines of business to support their growth strategy. Selection for this recognition was made by members of the Novarica Insurance Technology Research Council, a knowledge-sharing group of hundreds of insurer CIOs.

"We are honored to be recognized for the Novarica Impact Award for Digital Initiative. Providing innovative, best-in-class digital customer engagement is crucial in today's small business marketplace. Our continued expansion to a multi-line business on the Majesco CloudInsurer platform has been key to our growth strategy, helping us keep pace with customer demands, launch of innovative products and services and operational excellence. We look forward to continuing our partnership with Majesco to continue to deliver on this strategy."

- Dustin Hubbard, Vice President, Commercial IT for Homesite

Many of Majesco customers — incumbents, startups and greenfields — are on the path to Digital Insurance 2.0 by implementing our platform solutions, achieving speed to value and recognition in the industry for their efforts along the way.

Chul Park, President at KBIC US Branch on selecting Majesco P&C Core Suite and Majesco CloudInsurer:

"KBIC US Branch is focused on offering top class insurance to mainstream small businesses operating in large urban areas. With our close customer relationships, we focus on designing products based on the unique, diverse needs of our customers from a multicultural and multilingual perspective. The Majesco CloudInsurer platform offers us the ability to innovate our products, capture new market opportunities and agility to meet the unique and diverse needs of our customers, which together provide strategic business value. We are looking forward to a successful, long-term partnership with Majesco."

Steve Wagner, AmCap Insurance's President & Chief Operating Office on selection and implementation of Majesco P&C Core Suite in 6 months:

"Our commitment to our customers for a personalized, best-in-class experience at the right price during a time of market disruption and opportunity will be greatly enhanced with implementation of the Majesco platform. From the beginning, Majesco's commitment to a rapid and quality delivery was pivotal to this successful implementation."

Erin M. Cummings, CIO of Norfolk and Dedham Group® on implementation of Majesco Policy for P&C on Majesco CloudInsurer™ in 6 months:

"The rapid launch following our selection of Majesco to support our commercial package policy for our new products exceeded our expectations. The ready to use content and testing services facilitated our ability to launch our products in multiple states, supporting our growth objectives."

Yvette Gonzales, Senior Vice President & Chief Information Officer of CopperPoint Insurance Companies on implementation of umbrella insurance:

"This was a high priority request from CopperPoint's agents, and approved by their Board of Directors. Through our efforts, we were able to help them make it. Copperpoint sees the implementation of Umbrella as key to finishing out their Commercial Offerings and is essential to their plan for growth. They expressed their THANKS to Majesco and how pleased they are with our partnership."

Leading the Way for Growth and Innovation

We are in uncharted waters. The rise of Digital Insurance 2.0 is simultaneously one of the greatest opportunities, challenges and threats to insurers operating in Insurance 1.0. It requires insurers to be "the architects of the future, not its victims," as famously said by R. Buckminster Fuller. Survival and winning will require architecting and building a Digital Insurance 2.0 business model and a platform that will make the current model obsolete.

The time for plans, preparation, and execution is now — recognizing that the gap is widening and the timeframe to respond is closing. Insurers cannot avoid this phenomenon: as traditional industry models fall away, the future of insurance stands to be greatly influenced by the first wave, Digital Insurance 2.0, leading to a new wave in the future, Insurance 3.0.

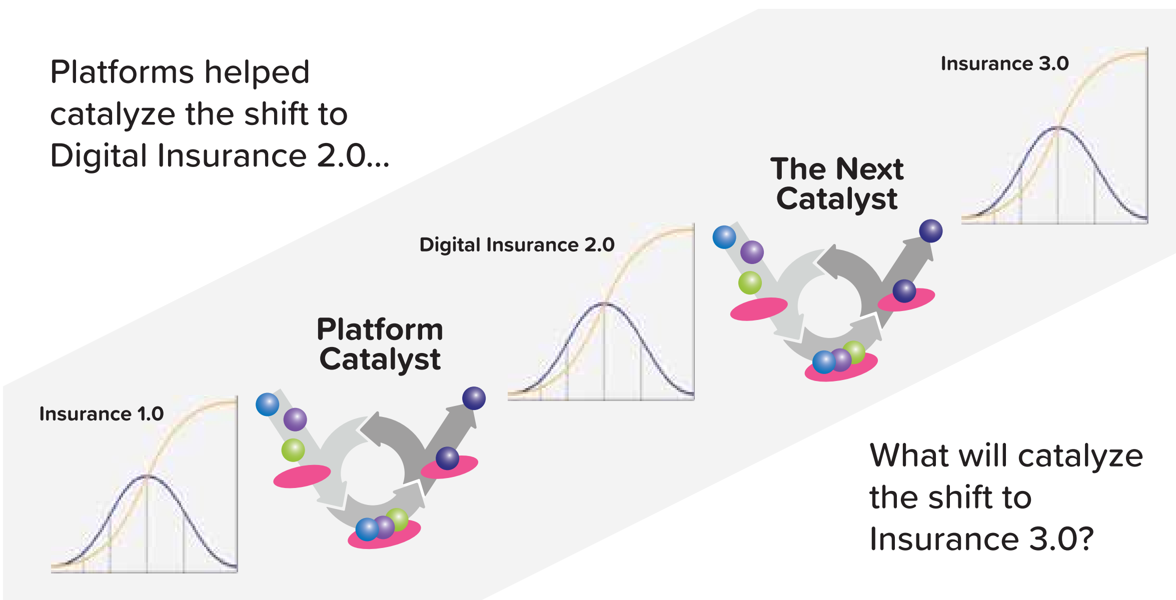
In a rapidly changing insurance market, new competitors do not play by the traditional rules of the past. Insurers need to be a part of rewriting the rules for the future, because there is less risk when you write the new rules. Majesco is actively working with the industry and our customers to rewrite the rules.

"Nearly every insurer is embarked on several digital journeys to engage more effectively and directly with their policyholders, distribution partners, and broader ecosystem. Majesco Digital1st Insurance is a portfolio of solutions designed to enable those journeys. It includes an innovative microservices platform to support products and business models in an on-demand world."

Donald Light, Director in Celent's North America Property/Casualty Practice

"Our insurance clients are facing the pressure to modernize their business models in order to keep pace with the explosion of data, transactions, regulatory requirements, and new expectations for the experience of individuals. Our partnership with Majesco will accelerate digital transformation for insurance organizations and allow them to discover new insights in the data flowing through their existing processes."

Bridget van Kralingen, Senior Vice President, Global Industries, Platforms and Blockchain, IBM



Majesco EcoSystem Partners

Gregory Bailey, Denim CEO and co-founder as a partner on Majesco EcoExchange:
"Enabling the insurance industry to shift more rapidly to the digital age is at the core of both the Majesco Digital1st EcoExchange and the Denim platform. Integrating the two solutions will enable insurers to embrace innovation through streamlined access to the Denim platform."

Tara Kelly President & CEO as a partner on Majesco EcoExchange:
"Majesco's EcoExchange provides an exciting opportunity for carriers to truly participate in the API economy, in a simple, safe and powerful way. As a partner we are pleased to participate as it allows Majesco's customers and prospects to try a fully functional cloud integration to our Dialog Suite ®™ and demonstrates the tangible value of digital transformation."

About Majesco

WHO WE ARE?

Majesco is a global provider of core insurance platform software and consulting services for insurance business transformation. Insurance business transformation is a journey of change and revitalization, a renaissance of insurance.

Majesco believes the Digital Insurance 2.0 business model shift requires digitally enabled, multi-channel and customer demographic specific products and services underpinned with **new technology, data and analytics, as well as partner ecosystems.** In support of that, Majesco's vision is to be a leading platform for the Insurance industry. We aim to enable change in the next five years by helping insurers successfully shift to Digital Insurance 2.0.

People, Product, Process, and Partners are our chief differentiators, and are enabled by these key attributes:

- **Speed to Value** - Speed to Implementation, Speed to Market, and Speed to Revenue; Ready to Use Content; Partner Ecosystem
- **Low Investment Risk Model** - Pay as you Grow Pricing; Low Upfront Costs; No CAPEX; Fees tied to Usage; and Lower Total Cost of Program Implementation
- **All Lines of Business** - P&C - Personal, Commercial, Specialty and Workers Comp; L&A - Individual, Group, Voluntary Benefits and Worksite
- **Speed to Upgrades** - Seamless Monthly Policy Upgrades of Software and Content
- **Client Centric Model** - Single point of accountability; Relationship Driven Client Engagements; Focus on Delivery Excellence; Full program ownership and support
- **Thought Leadership and InsurTech Leadership** - Shaping the Industry Discussion and Strategies; InsurTech Influence and Engagement

"Organizations preparing for the future increasingly rely on modern core systems like Majesco P&C Suite that allow them to connect the back, middle and front–office to deliver speed to value."

Karlyn Carnahan, Head, The Americas, Property Casualty, Celent

WHAT DO WE DO?

Majesco serves just one industry – Insurance. We are at the "core" of the insurance ecosystem. We provide core insurance platform solutions for both the P&C and L&A and Group markets. We are recognized as a leader in both segments of the industry for our core solutions, Cloud implementations, thought leadership and InsurTech leadership.

Our platform software and consulting services provide the industry with market leading solutions. Our software solutions are aligned to our Platform Strategy. We help create innovative new business models that leverage broad ecosystems and technology innovations including cloud computing, artificial intelligence, machine learning, and new data sources to create greatly enhanced customer experiences. Successful companies leverage technologies such as mobile, social and cloud to make better decisions, automate processes, strengthen the connection with customers, partners, channels, and pursue innovation, all at an increasingly rapid pace, positioning them as "digital first" companies.

"Celent is seeing increased activity in back-office transformations. This release of Majesco's suite offers a single platform for both individual and group/voluntary, which can simplify an insurer's environment. Their continued growth in digital capabilities enhances the value proposition."

Tom Scales, Head, America's Life and Annuity, Celent

Insurance Platforms for Digital Insurance 2.0

Next Generation Core Systems
Majesco P&C Core Suite
Majesco L&A and Group Core Suite

Digital Platforms
Majesco Digital1st Insurance™

Cloud Computing
Majesco CloudInsurer™
IBM Industry Platforms

EcoSystem
Majesco Digital1st EcoExchange™

A Digital Insurance 2.0 platform is built on next generation core capabilities, digital and artificial intelligence (AI) capabilities, cloud computing and a partner ecosystem. Today's business drivers in the market include speed to value; customer engagement and loyalty; new world products and services; test and learn platforms; and TCO optimizations.

Majesco's platform strategy brings together powerful capabilities for the digital era. The path to Digital Insurance 2.0 will evolve differently for each insurer. But those who make the transition will be able to do critical activities that give them a powerful competitive edge in a constantly changing marketplace:

- Accelerate digital transformation to become digital era market leaders
- Optimize the customer journey with deeper, personalized engagement
- Accelerate innovation with new business models and products
- Maximize ecosystem opportunities and value
- Avert disruption or extinction by new competition within and outside the industry

WHY MAJESCO?

Insurers clearly recognize that the insurance industry is changing and that they need to focus on growth and innovation to remain competitive. In this new landscape, modernizing legacy systems provides the "table stakes" foundation to enable innovation and speed to market for new products, channels, and processes, in response to fast changing customer expectations, needs and risk profiles. Today's new market paradigm requires a modern platform solution and ecosystem as the foundation as they shift to Digital Insurance 2.0.

Majesco is well positioned to help the industry and our customers make the shift to Digital Insurance 2.0 with our portfolio of products and digital solutions, our head start on the transition to cloud, our IBM partnership, a unique growing ecosystem and our strong customer base. With a focus on client centricity through a single point of accountability, we build long-term relationships with our customers, helping them make the shift to a new future of insurance.

Products
- Strong & proven P&C, L&A and Group core solutions
- Consistently rated among top 3-4 by analysts
- Differentiate for Speed of Implementation and TCO
- Attach capabilities for Data and Digital products

Digital
- Cloud-Native Digital1st Platform with industry's first micro-services architecture
- SaaS offerings for new world products & improving customer experience

Transition Cloud Model
- Cloud Model share increased from 18% to 32% over last 8 quarters
- Head start in Cloud
- 37 cloud customers
- IBM & Azure partnership

IBM Partnership & EcoSystem
- Majesco is a foundation partner in IBM's Industry Platform strategy for Insurance
- Diverse Partners covering Data, AI, Digital
- Establishing *Digital1st* EcoExchange for scaling partner ecosystems

Experienced Leadership
- Track record of 5 successful acquisitions and integrations
- Young, experienced & energetic leadership
- Strong domain knowledge & technical skills
- Team across North America, UK and Asia

Customer Base
- Over 170 global customers across all tiers
- Significant opportunity to increase share of wallet
- Deep relationships through client partner model

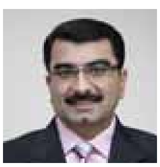
Leadership Team

Ketan Mehta

Ketan Mehta has served as President and Chief Executive Officer of Majesco US, as well as a member of Majesco's Board of Directors, since 2000. Ketan co-founded Mastek Limited ("Mastek") in 1982 and has served as a member of Mastek's board of directors since the same year. During his tenure of over 35 years with Mastek, Majesco and its affiliates, Ketan has handled multiple functions including sales, delivery and general management. Ketan envisioned and executed an insurance focus for Majesco including acquisition and integration of four insurance technology companies over the last 11 years. Prior to that, Ketan also spearheaded Mastek's Joint Venture with Deloitte Consulting. Ketan holds a Management Degree from the Indian Institute of Management, Ahmedabad.

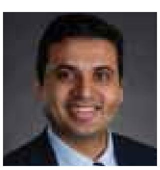
Ed Ossie

Ed Ossie serves as the Chief Operating Officer at Majesco US, since January 2015. Ed has over 30 years of international experience leading and serving high-growth technology companies. Prior to joining Majesco, Ed was Vice President and Director at Corum Group, a Global M&A Advisory firm focused on the Technology segment. Before Corum Group, Ed served in a variety of roles at Innovation Group PLC from 2001-2010, including President, Executive Director and Chief Operating Officer. Prior to 2001, along with his investment partner, the Halifax Capital Group, he led the sale of MTW Corporation to Innovation Group as MTW CEO. Earlier in his career he spent several years at Texas Instruments and was Vice President for the Software Group, which grew from start-up to 1,300 people in 5 years. Ed graduated with a Bachelor of Science degree from Missouri State University.



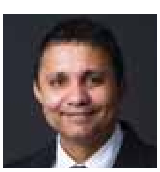
Farid Kazani

Farid Kazani serves as Managing Director, Majesco Limited and CFO & Treasurer, Majesco US. He brings critical finance and organization skills to Majesco with over 27 years of experience in the field of Corporate Finance and core competencies in strategic business planning, treasury and fund management, forex, mergers and acquisitions and divestments. Prior to joining Majesco, Farid was the Group CFO & Finance Director of Mastek Ltd. He has been the architect of carrying out the process of demerger of the Insurance Business into Majesco which was completed in June 2015. He was responsible for reorganizing the legal entity structure and creating the Insurance business group under Majesco US, completing the two acquisitions and paving the way to list Majesco on the NYSE-MKT and the parent company, Majesco Limited on the Indian Stock Exchanges. Prior to Mastek Limited, he worked with Firstsource Solutions Ltd as CFO and also organizations such as RPG Enterprises, BPL Mobile, Marico Industries Ltd and NOCIL. He has successfully handled an IPO of $100 million and an FCCB issue of $275 million for Firstsource Solutions Ltd, besides independently managing brand takeovers of 'Mediker' and 'Oil of Malabar' for Marico Industries Ltd.



Prateek Kumar

Prateek Kumar is Executive Vice President & P&C Industry Leader at Majesco. He is responsible for the P&C business at Majesco. In addition, he is also responsible for acquiring new customers and deepening relationships with customers across both L&A and P&C lines of business. He has held various positions in pre-sales, sales and account management at Majesco since 2003. From 2000-2002, he worked as an IT consultant with the Exeter Group in the areas of IT strategy, planning and program management. He holds an MBA from Virginia Polytechnic Institute and State University.



Manish Shah

Manish Shah is Executive Vice President and leads the global software product division at Majesco. In this role, he is responsible for management and development of innovative software products for the global insurance business and he works on strategic directions for the company as a member of the leadership team. Prior to the merger of Cover-All and Majesco, Manish was President and CEO of Cover-All and served on its Board of Directors. Before being named CEO in July 2013, Manish was Cover-All's Chief Technology Officer and also responsible for sales and operations, including strategic planning, customer relationships and product management. Prior to joining Cover-All, Manish held several technology management positions independently and with Tata Consultancy Services for over a decade, serving a wide variety of industries including P&C Insurance. Manish earned an M.B.A. from Columbia University, and a Bachelor of Science degree in Computer Science from MS University of Baroda, India.

Denise Garth

Denise Garth is Senior Vice President Strategic Marketing responsible for leading marketing, industry relations and innovation in support of Majesco's client centric strategy, working closely with Majesco customers, partners and the industry. She is a recognized Top 50 InsurTech Influencer and industry leader with both P&C and L&A insurance experience as a CIO and business executive with deep international ties in Asia and Europe through her ACORD leadership role. Denise is an acknowledged strategic thinker, innovation leader, international speaker, and author of thought leadership and articles regarding the key issues and opportunities facing the industry today to prepare for the future. Prior to joining Majesco, Denise held business and technology senior executive roles with leading insurance companies, including Mutual of Omaha, CUNA Mutual and Century Cos. of America. At ACORD, she was vice president, standards and membership driving ACORD's international expansion and market presence. While at Innovation Group, she was EVP, strategic marketing and global head of market strategy where she re-established the company's position through market-driven strategy and solutions. Most recently she was Partner and Chief Digital Officer with Strategy Meets Action, leading the Innovation Practice evaluating emerging technologies, outside industry trends, and innovation and their implications and opportunities for the industry. Denise is a Cum Laude graduate, with a BS in Math and Computer Science from Central College in Iowa, MBA work at the University of Northern Iowa and attended various executive leadership programs.

Ganesh Pai

Ganesh Pai is the Executive Vice President and leads the consulting services business at Majesco. In this role, he is responsible for growth, P&L management and he oversees all aspects of the business from strategy to execution. Prior to joining Majesco, Ganesh was the Vice President and Global Head of IT, Insurance Business Unit at Genpact, responsible for IT services and taking to market innovative digital and technology enabled insurance solutions. Previously, Ganesh spent 17 years at Mphasis (a Blackstone company) where he contributed significantly to their growth playing multiple leadership roles across geographies, business units and industry verticals. At the time of leaving he was the SVP & Global Head of Insurance, CEO of Mphasis Wyde and a member of the executive leadership team managing a global business for software products and outsourcing services with end-to-end responsibility including financials, marketing, sales and client relationships, solution portfolio, R&D, product development, operations and service delivery. During his tenure in the company, he held several key regional and industry vertical leadership positions and was based out of Singapore, London, New York and Chicago. Ganesh holds an undergraduate degree in Electrical Engineering from Bangalore University, India, and an MBA from the University of Chicago's Booth School of Business.

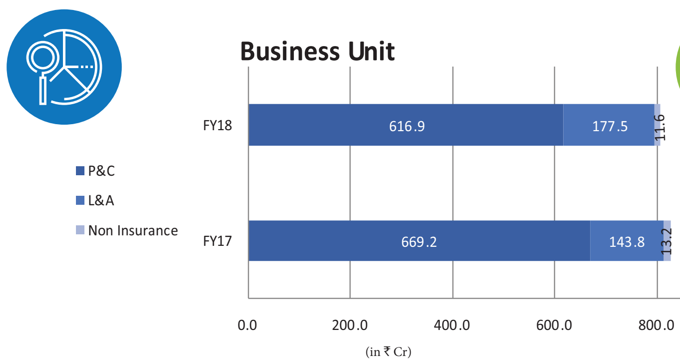
Mallinath Sengupta

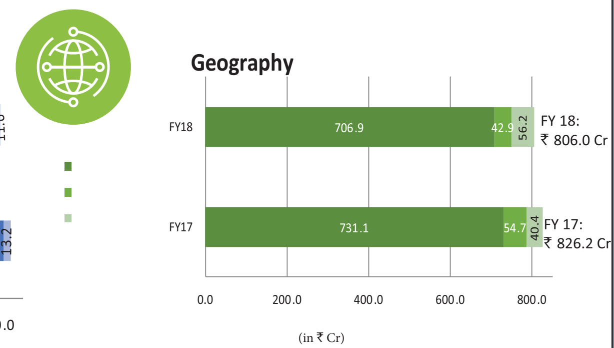
Mallinath Sengupta serves as the Executive Vice President & Head of P&C Delivery at Majesco since joining Majesco in November 2017. In his role, Mallinath is responsible for delivering client programs that meet customer expectations. Mallinath is passionate about transforming the software product delivery and implementation playbook. Mallinath is helping optimize the delivery processes for this new paradigm. Mallinath has over 30 years of international experience. In his long career in the IT Industry, he has performed various roles that include large-scale delivery (team size exceeding 10,000), Account Management, Pre-Sales, Engagement Initiation and Product Development. Mallinath previously worked for Wipro, NIIT and Mphasis. In his last role, Mallinath was Chief Executive-NextAngles at Mphasis Corp where he helped develop an AI-enabled software solution for banking regulatory compliance. Mallinath is an alum of Indian Institute of Management, Bangalore.

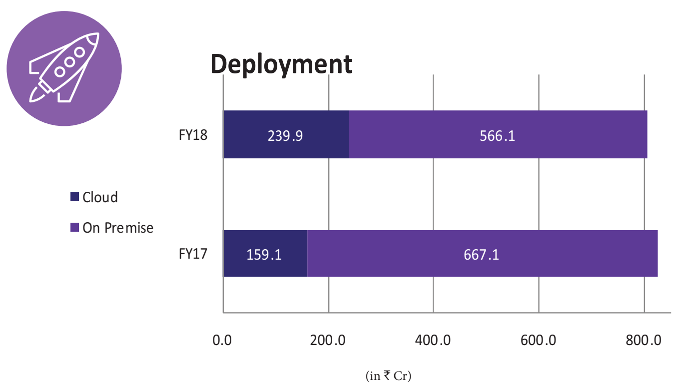
Lori Stanley

Lori Stanley is General Counsel and Corporate Secretary of Majesco. She has served as General Counsel, North America for Majesco since July 2011 and as Corporate Secretary since December 2011. Prior to joining Majesco, Ms. Stanley was General Counsel and Corporate Secretary of Enherent Corp. ("Enherent"), an information technology ("IT") provider, since April 2004, following Enherent's acquisition by merger of Dynax Solutions, Inc. ("Dynax"). From July 2002 to March 2004, she was General Counsel of Dynax, and Vice President of Human Resources and Corporate Secretary since April 2003. Ms. Stanley also served as a member of the board of directors of Dynax from September 2003 to March 2004. From November 2000 to June 2002, Ms. Stanley was General Counsel and Vice President of Human Resources for The A Consulting Team, Inc. (now known as Helios & Matheson Analytics, Inc.), an IT services and solutions provider. From July 1999 to October 2000, Ms. Stanley was the Vice President of Legal Operations and Human Resources for The Netplex Group, Inc. From January 1997 to June 1999, Ms. Stanley was General Counsel of the Solutions Division of Computer Horizons Corp. Ms. Stanley earned a B.S. from St. John's University and a J.D. from Seton Hall Law School.

Fiscal Year Revenue Comparisons







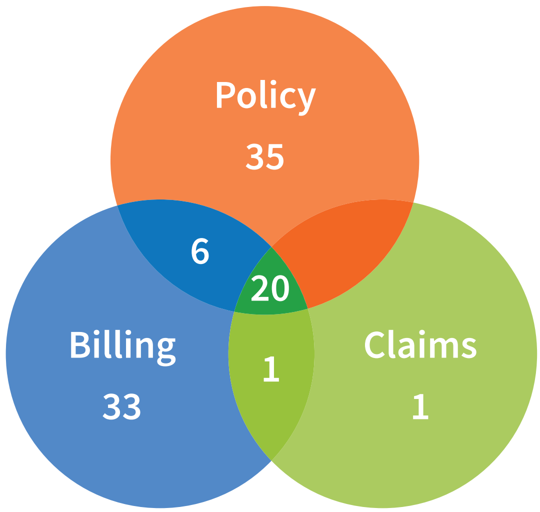
Client Concentration

FY17	%
Top Client	7.3%
Top Five	27.0%
Top Ten	40.0%
Remainder	60.0%

FY18	%
Top Client	8.9%
Top Five	28.0%
Top Ten	42.5%
Remainder	57.5%

North American Customers by Solution

Not all customers* have all products creating opportunities to extend the Majesco relationship



*North America P&C IP Customers

Insurance Customers by Tier

FY17	Direct Written Premium	FY18
18	> $5B	19
26	$1B to < $5B	26
39	$100M to < $1B	52
76	< $100M	78

Business Highlights

- 51 % Increase in Cloud Business
- 10% Increase in Y-on-Y Recurring Revenue
- 24 Successful Customer Implementations
- NOVARICA Impact Award — Tier 1 Customer Homesite Won Digital Initiative Award
- IBM — First Deal on IBM Industry Platform
- 13 New Client Wins Globally
- Launched New Platforms CloudInsurer™ and Digital1st Insurance™
- 7 of the 9 new IP deals in North America were cloud

Operating Highlights FY18

- Line of Business — P&C: 76.5%; L&A: 22.0%; Non-Insurance: 1.5%
- Global Footprint — NA - 87.7%; UK - 5.3%; IA - 7.0%
- 37 Cloud Customers; 29.8% of Total Revenue
- 3.4% R&D Spend Decreased
- ₹ 1,436.1 Cr Total Order Booking in FY18
- ₹ 606.5 Cr 12 Month Order Backlog as on March 31, 2018
- ₹ 398.6 Cr Cash & Cash Equivalent
- ₹ 91.9 Cr Total Debt

Company Information

Majesco Limited

BANKERS
ICICI Bank Limited
Yes Bank Limited
The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank

STATUTORY AUDITORS
M/s. Varma & Varma,
Chartered Accountants

REGISTERED OFFICE
MNDC, MBP-P-136,
Mahape, Navi Mumbai – 400 710

REGISTRAR & SHARE TRANSFER AGENT
Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32,
Financial District, Nanakramguda,
Hyderabad – 500 032
Tel: +91 40 6716 2222
Fax: +91 40 2300 1153
E-mail: einward.ris@karvy.com
Website: www.karvycomputershare.com
Company Website: www.majesco.com

BOARD OF DIRECTORS

Mr. Venkatesh N. Chakravarty
Non-Executive Independent Chairman

Mr. Farid Kazani
Managing Director

Mr. Ketan Bansilal Mehta
Non-Executive Director

Mrs. Madhu Dubhashi
Independent Director

Mr. Radhakrishnan Sundar
Executive Director

CHIEF FINANCIAL OFFICER
Mr. Kunal Karan

COMPANY SECRETARY
Mrs. Varika Rastogi

STATUTORY REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

I. INDUSTRY STRUCTURE AND DEVELOPMENTS

Global Economy & Information Technology

The global economy is expected to strengthen in 2018 and 2019 with the global Gross Domestic Product (GDP) estimated to rise to 4% (for both years), a rise of 0.3% from 2017, according to Organisation for Economic Co-operation and Development (OECD). The growth is anticipated to be driven by steady recovery in trade and investments, rise in consumer spends and new US tax rate policy. In 2018, the United States economy is estimated to register a growth of 2.9%, an increase from 2.3% in 2017. Subject to smooth transition of Brexit, UK economy is estimated to grow by 1.3% in 2018 and 1.1% in 2019 while it grew at 1.7% in 2017. The Euro-area is estimated to maintain a strong GDP growth at 2.5% in 2017 but will grew at moderate level to 2.3% and 2.1% in 2018 and 2019 respectively taking into account that it steadily maintains its ongoing recovery of global output and trade and accommodative monetary policies. Growth in China economy is projected to gradually slow down to 6.7% in 2018 and 6.4% in 2019 from 6.9% in 2017. Indian economy grew at 6.6% in FY2017 and continues to remain fastest growing economy globally with the forecast of GDP growth of 7.2% in FY2018 and 7.5% in FY2019.

NASSCOM has forecast the global IT-BPM (Information Technology and Business Process Management) industry to grow up to USD 4 trillion by 2025, a rise from USD 1.3 trillion in 2017. It grew at 4.3% in 2017 as against 3.9% in 2016 mainly led by increased adoption of digitization. IT services registered a growth of 2.4% majorly due to constant demand for digital solutions such as Cloud, IoT (Internet of Things), Business Intelligence and Data Analytics. The US and UK pursue to remain leading customer markets with a combined share of nearly 75% following by growing demand from APAC (Asia Pacific), LATAM (Latin America) and Middle East Asia markets.

Indian Economy & Information Technology

The wave of digitalization has taken over the Indian IT-BPM sector. India is getting ready for the new age of digital based platforms for global business and transactions. This process, however, is not as smooth as one would like it to be. The IT industry is currently being buffeted by a global slowdown in technology spending and H1B visa rules in U.S. The positivity is coming back as the industry now has diversified into more profitable digital segments such as cloud computing, Artificial Intelligence (AI) and Big Data.

According to NASSCOM, the Indian IT-BPM industry is projected to grow at 8.0% to reach over USD 167 billion in FY2018, up from USD 154 billion in FY2017. IT services grew at 12.5% to reach USD 17.1 billion driven by growth in software testing, IS outsourcing, cloud services and rising adoption from all customer segments. Software products grew at steady level to USD 5 billion due to growing demand for cloud based solutions. The industry's contribution to India's GDP was 7.9% in FY2018. The rapid adaptation to digitization, increased consumerisation of India's economy, coupled with a pervasive Government digital agenda, rapid advancement in technology infrastructure and increasingly competitive Indian organizations are key drivers for increased technology adoption in India.

Digital transformation is driving the spending on services and outsourcing. Rapid digitization of the economy and increase of digital consumers will continue to fuel spending on mobility, followed by analytics, Cloud and Internet of Things (IoT).

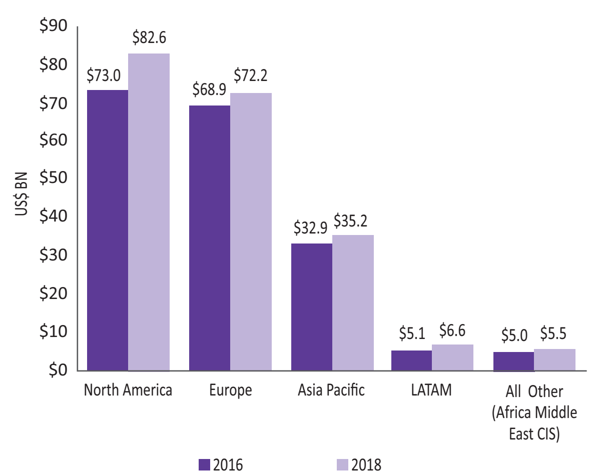
The Indian Insurance market is a steady and strongly growing market which has the potential and scope to grow massively in the coming years. The total market size of the insurance sector in India is projected to touch USD 350-400 billion by 2020. The Indian Government's announcement to launch the National Health Protection Scheme, the world's largest government-funded health care programme, is a bold and ambitious move which would help to move the needle on Insurance penetration in India.

II. STRENGTHS & OPPORTUNITIES

Insurance Industry – P&C (Property and Casualty)/ L&A (Life and Annuity) Market

The global economic environment continues to be a key driver for the insurance markets. Economic recovery in a number of large-volume emerging markets will prove to be a major growth engine for the insurance industry, mainly for global property-casualty (P&C) business. Demand for life insurance (L&A) in the emerging markets is expected to remain at a high

GLOBAL IT SPENDING BY INSURANCE COMPANIES



Source: Celent

level and that growth in industrialised countries will be rather moderate.

According to Celent, the global insurance IT spending is estimated to reach USD 202.1 billion by 2018. The major trends that are bound to shape and pave the way for the development of the global insurance industry are the reinsurance rate escalation, the growth of IoT, digitalization of underwriting, distribution, data analytics, and legacy and ecosystem transformation. Different geographical markets are at various levels of maturity. Developing markets continue to remain aggressive in their focus on acquisition of new platforms and the usage of technology in support of sales distribution. More developed markets are portrayed by plans of computerized change and modernisation.

The insurance industry still prefers the traditional ways and views new innovations with dubiousness. A major growth impediment for the entire insurance industry is legacy systems. Many carriers are still running on systems that are 15 to 25 years old that cannot keep up with current evolving business demands. Over the last few years, the insurance industry has experienced a new wave of modernizing or replacing policy administration, billing, and claims systems as insurers are finally starting to view this core replacement as an opportunity to position their carrier for the future.

InsurTech companies and other technology providers are planning on introducing new technological tools and innovations to the insurance industry to make it more digitalized and advanced. With the increased adoption of InsurTech innovations the level of competition and pressure amongst traditional insurance companies, the greenfields, established technological companies and start-ups has seen a massive rise and intensification. Traditional insurance players need to adapt and invest in the new innovations so as to not be left behind by the technology players to continue to accelerate solutions which are applicable to the insurance sector. Insurer/groups which still haven't finalised a concrete contingency plan are cross checking all the available options urgently while those insurers/ groups which already have a steady and advanced contingency plan in place are deciding upon the right time to start the implementation of new technologies. Companies are also required to restructure their organisational plans to properly fit in with the dynamic state of the global economy. All these changes, is opening up new opportunity for Majesco and your Company is rightly poised to capture these momentum and grow.

Over 170 insurance companies worldwide in P&C, L&A and Group/ Employee Benefits are transforming their businesses with Majesco's solutions. The Company's market leading software, consulting and services uniquely underpin the entire insurance value chain and empower insurers with the agility, innovation and speed needed to meet their transformation opportunities head on. Majesco's solutions include policy management, new business/ underwriting, rating, billing, claims management, distribution management, BI/ analytics, predictive modeling, digital platform with mobile and portal, testing services, cloud services, bureau and content services, transformation services, consulting services and more.

Majesco Core Software

Majesco Software for P&C, L&A and Group enables insurers' agility, innovation and speed through a combination of advanced business and technology capabilities for all lines of business on a single platform.

Majesco Digital Services

Today's business environment is characterized by constant disruption, heavy competition and growing market and customer demands. The first wave of Digital Insurance 2.0 business models are emerging and poised for growth using digital platform capabilities and ecosystems that exploit untapped markets and address under or unmet customer and risk needs that strengthen customer relationships. Majesco Digital Services enable insurers digital transformation from strategy through implementation by helping define a cohesive digital strategy that brings together the silos, maps endless customer touch points, defines and prioritizes the projects to help achieve customer and operational benefits.

Majesco Data Services

The insurance industry has started to venture into the world of big data and analytics. Majesco's Data Services help carriers accelerate data and analytics initiatives for business operations such as claims, underwriting, policy and billing.

Majesco Cloud Insurer

According to Gartner's latest report, the global public cloud services market is projected to grow at 21.4% in 2018 to total USD 186.4 billion, up from USD 153.5 billion in 2017. The fastest-growing segment of the market is cloud system infrastructure services (infrastructure as a service or IaaS), which is forecast to grow 35.9% in 2018 to reach USD 40.8 billion. Gartner expects the top 10 providers to account for nearly 70% of the IaaS market by 2021, up from 50% in 2016. Cloud Application Services (SaaS) is expected to grow 22.3% to reach USD 73.6 billion from USD 60.2 billion in 2017. Gartner expects SaaS to reach 45% of total application software spending by 2021. Cloud Application Infrastructure Services (PaaS) is projected to reach USD 15 billion in 2018 from USD 11.9 billion in 2017 reflecting a growth of 26.1%.

Continuous change in people's behaviors and expectations, new capabilities created by advances in digital technology and the emergence of new competitors and the blurring of market boundaries are creating tremendous new challenges and opportunities for the insurance industry.

Not only do insurers need to digitize their operations to meet customer engagement expectations and needs, insurers must rapidly develop and offer innovative, customized products and services to meet the changing risk needs of their customers. Doing this requires speed to value, new capabilities and flexibility beyond what traditional core systems are capable of delivering. A new business model, Digital Insurance 2.0 that is built on a cloud business platform, is needed to succeed in this new environment.

A cloud business platform is one that can run key business applications and services in order to match the reality and requirements of the current business environment. It creates a new business model paradigm marked by collaboration via data and information sharing and subscribing (not owning). As a result, traditional boundaries between insurers, partners, third-parties and even other industries are being replaced with new market dynamics that open doors to improved operations and revenue outcomes.

The shift is toward a platform economy across all industries. Insurers are beginning to innovate new business models based in this platform economy, which enables them to leverage broad ecosystems and technology innovations such as cloud computing, artificial intelligence, machine learning, and new data sources to create a greatly enhanced customer experience. A new generation of insurance buyers with new needs and expectations creates both a challenge and an opportunity that a platform-based Greenfield and startup business model can incubate, launch and grow. The time for plans, preparation, and execution is now recognizing that the gap is widening and the timeframe to respond is closing.

Majesco has honed years of insurance industry and cloud experience along with forward looking thought leadership into a highly innovative, out-of-the-box repeatable, scalable cloud platform. Majesco CloudInsurer is a single business platform that innovate, create and manage the products and content for all insurers from greenfields, new start-ups and incubators to mid-market and tier one insurers. It helps insurers to respond to shifting customer demands and market opportunities, and to extend business with compelling digital and data capabilities.

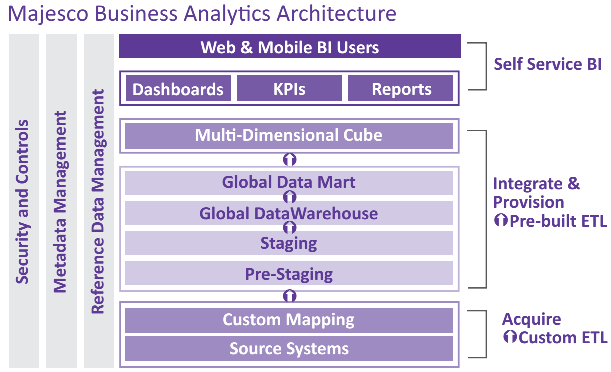
Majesco Business Analytics

Business Analytics Market continued to grow and is expected to rise exponentially due to the enhancement of technology in this sector. MarketsandMarkets forecasts the Global Business Analytics Market to grow from USD 40.8 billion in 2014 to USD 66.7 billion in 2019. North America is expected to be the largest market in size, while Asia-Pacific is expected to experience an increase in market traction during the forecasted period.

According to Allied Market Research report, the global Cloud-Based Business Analytics Software Market was valued at USD 28.9 billion in 2016 and is predicted to touch USD 57.1 billion by 2023, growing at a CAGR of 10.2% from 2017 to 2023. In 2016, the hybrid cloud segment accounted for the highest revenue share in the business analytics software market.

Majesco Business Analytics provides a robust solution that helps insurers uncover new opportunities to achieve competitive advantage. Majesco Business Analytics is an out-of-the-box business intelligence and analytics solution that reveals actionable insights across the insurance value chain for business users and executives through pre-built measures, dimensions, and KPIs, with flexibility for configuration, drill down, drill through, and drill anywhere capabilities.

Majesco Business Analytics Architecture



III. SEGMENT WISE PERFORMANCE

Majesco in North America ("NA")

North America business contributed around 87.7% of total revenues. Fiscal 2018 continued to focus on supporting new and existing customer growth, enhancing the product offerings, and expanding the sales and marketing infrastructure. In addition, the Company made further investments to create a robust and market-leading cloud platform that is well positioned to take advantage of significant opportunities in the insurance marketplace. As a result of these business trends, the North America total sales for fiscal 2018 were marginally down by 3.3% in rupee terms mainly due to unfavorable currency exchange compared to previous year, while the cloud business delivered 50.7%

organic growth. The Company expects sales of cloud offerings will continue to grow at a faster pace, compared to other areas of the business, and is encouraged by this shift as cloud-based sales are higher-margin and recurring. The cloud model is not only an attractive business model for the Company, it is filling a critical need in the industry. The Company is encouraged by the fact that the eight of the last ten platform deals were on the cloud. With accelerating focus on product and market innovation, the industry is experiencing increasing adoption of cloud based solutions. The Company is actively embracing this trend and has 37 clients on Majesco's cloud platform. The Company will continue to make investments in research and development of platforms and solutions to boost future growth prospects. Majesco's delivery teams continued to focus on client program success. The Company had 19 clients go live and into production with its solutions. In October 2017, at the annual customer conference, Convergence 2017, the Company launched version 10.0 of the Majesco P&C Suite, including Majesco Policy, Majesco Billing and Majesco Claims; the foundation for Majesco CloudInsurer. This is evident of Majesco's continuous investment in its core systems to enable its customer's transformation and shift to a new age of insurance. Insurers increasingly are seeking speed to value including speed to implementation and speed to market – all key differentiators in today's competitive landscape of existing and InsurTech startups. During the year, the Company also launched a ground-breaking digital and micro-services based cloud-only platform solution set designed to enable the next era of new business models, new products and customer engagement. The solution is Majesco Digital1st Insurance and complements the Majesco core software suite and integrate with other core software to accelerate the value of core software solutions.

Majesco Partner EcoSystem built around Majesco CloudInsurer is designed to provide customers with strategic and operational business value by extending and expanding Company's software and services with the complementary and unique capabilities of partner's solutions across the insurance value chain. During the year, Company continued to strengthen the portfolio of offerings and expanded its partnership ecosystem with the following:

- In October 2017, Majesco entered into partnership with Denim, creator of the mobile and social media marketing platform that changes the way insurance and financial services companies advertise, engage, and sell. Denim is the first to integrate with Majesco's Digital1st EcoExchange, enabling the next era of customer engagement and supporting a new generation of business models and products.
- In August 2017, a tier one customer expanded its strategic partnership with Majesco to provide additional services including development, testing and business analysis for multi-year modernization program.

The Company continues to work with other partners such as IBM Cloud, Deloitte, Blueprint and others.

During the Fiscal 2018, North America revenue stood at Rs. 70,689 lakhs; 87.7% of operating revenue as compared to Rs. 73,114 lakhs; 88.5% of operating revenue for Fiscal 2017. The Company is seeing enough traction in this geography and is uniquely positioned to take advantage of the opportunities that would come way forward.

Revenue Analysis for NA Region

Offerings	Year ended March 31, 2018		Year ended March 31, 2017	
	Rs. in Lakhs	of Revenue	Rs. in Lakhs	% of Revenue
License	**1,382**	**2.0**	2,045	2.8
Professional Services	**32,704**	**46.3**	42,425	58.0
Cloud	**23,985**	**33.9**	15,914	21.8
Support	**12,618**	**17.8**	12,731	17.4
Total	**70,689**	**100.0**	**73,114**	**100.0**

Majesco in United Kingdom ("UK")

United Kingdom business contributed around 5.3% of operating revenues. During the year, UK business delivered marginal de-growth. The Company continued to maintain strong relations with its clients in UK and looking to further enhance its presence in UK through platform, data and digital offerings.

Revenue Analysis for UK Region

Offerings	Year ended March 31, 2018		Year ended March 31, 2017	
	Rs. in Lakhs	% of Revenue	Rs. in Lakhs	% of Revenue
License	**277**	**6.5**	190	3.5
Professional Services	**4,011**	**93.5**	5,284	96.5
Cloud	**-**	**-**	-	-
Support	**-**	**-**	-	-
Total	**4,288**	**100.0**	**5,474**	**100.0**

Majesco in India and Asia Pacific ("IA")

India and Asia Pacific region contributed approximately 7.0 % of total operating revenues of Majesco. Revenue for this region continued to be stable and the Company is witnessing a decent traction from its operations in this region.

Revenue Analysis for IA Region

Offerings	Year ended March 31, 2018		Year ended March 31, 2017	
	Rs. in Lakhs	% of Revenue	Rs. in Lakhs	% of Revenue
License	**14**	**0.2**	50	1.2
Professional Services	**5,613**	**99.8**	3,979	98.8
Cloud	**-**	**-**	-	-
Support	**-**	**-**	-	-
Total	**5,627**	**100.0**	**4,029**	**100.0**

IV. REVIEW OF FINANCIAL AND OPERATING PERFORMANCE, PEOPLE STRENGTH

During the year, the Company continued to transition its business from an on-premise business model to a cloud-based operating model. The Company has had 24 clients successfully go into production which is a matter of great pride and accomplishment for the clients and Majesco.

The Cloud-based revenues increased by 50.7% from Rs. 15,913 lakhs to Rs. 23,985 lakhs during twelve-month period and the Company expects that this growth momentum will continue. The Company also expects to see improvement in non-cloud business as well, as a result of additional demand for its data and digital related solutions. Total recurring revenue which includes Annual or Term License, recurring subscriptions and maintenance was Rs. 21,538 lakhs for the fiscal 2018 compared to Rs. 19,667 lakhs in fiscal 2017.

Financials

Operating Revenue

On a consolidated basis, the Company registered total operating revenue of Rs. 80,604 lakhs for the year ended March 31, 2018 as compared to Rs. 82,617 lakhs for the year ended March 31, 2017. Analysis of Operating Revenue, Region-wise, Offerings-wise and Line of Business-wise is mentioned below.

Break-up of Operating Revenue by Regions

Region	Year ended March 31, 2018		Year ended March 31, 2017	
	Rs. in Lakhs	% of Revenue	Rs. in Lakhs	% of Revenue
North America	**70,689**	**87.7**	73,114	88.5
United Kingdom	**4,288**	**5.3**	5,474	6.6
India & Asia Pacific	**5,627**	**7.0**	4,029	4.9
Total Operating Revenue	**80,604**	**100.0**	**82,617**	**100.0**

Break-up of Operating Revenue by Offerings

Offerings	Year ended March 31, 2018		Year ended March 31, 2017	
	Rs. in Lakhs	% of Revenu	Rs. in Lakhs	% of Revenue
License	**1,673**	**2.1**	2,285	2.8
Professional Services	**42,328**	**52.5**	51,688	62.6
Cloud	**23,985**	**29.8**	15,913	19.3
Support	**12,618**	**15.6**	12,731	15.3
Total Operating Revenue	**80,604**	**100.0**	**82,617**	**100.0**

Break-up of Operating Revenue by Line of Business

Line of Business	Year ended March 31, 2018		Year ended March 31, 2017	
	Rs. in Lakhs	% of Revenue	Rs. in Lakhs	% of Revenue
Property & Casualty	**61,689**	**76.5**	66,920	81.0
Life & Annuities	**17,754**	**22.0**	14,375	17.4
Non-Insurance	**1,161**	**1.5**	1,322	1.6
Total Operating Revenue	**80,604**	**100.0**	**82,617**	**100.0**

Profitability

The profit for the year ended March 31, 2018 and March 31, 2017 attributable to equity shareholders of the Group is Rs. 629 lakhs and Rs. 506 lakhs respectively. The gain/ (loss) under other comprehensive income for the year ended March 31, 2018 and March 31, 2017 attributable to equity shareholders of the Group is Rs. 403 lakhs and Rs. (482) lakhs respectively. Other comprehensive income includes changes in fair value of cash flow hedge, exchange gain/ (losses) on translation of foreign operations and re-measurement gain on gratuity plan. The gain under total comprehensive income for the year ended March 31, 2018 and March 31, 2017 attributable to equity shareholders of the Group is Rs. 1,033 lakhs and Rs. 24 lakhs respectively.

Balance Sheet Items

Non-current Assets

A) Fixed Assets

Tangible assets as at March 31, 2018 were Rs. 2,955 lakhs as compared to Rs. 3,490 lakhs as on March 31, 2017. This included a gross addition of Rs. 943 lakhs for purchase of computers, furniture and fixtures, vehicles, etc. and after considering depreciation of Rs. 1,467 lakhs for the financial year ended March 31, 2018.

Intangible assets other than Goodwill, as at March 31, 2018 were Rs. 488 lakhs as compared to Rs. 402 lakhs as on March 31, 2017. This included an addition of Rs. 392 lakhs and after considering amortization of Rs. 307 lakhs for the financial year ended March 31, 2018 and foreign exchange translation adjustment of Rs. 1 lakh.

B) Non-current financial loans and other financial assets

Non-current financial loans and financial assets were Rs. 436 lakhs as on March 31, 2018 as compared to Rs. 334 lakhs as on March 31, 2017.

Current Assets

A) Current Investments and Cash and Bank Balances

The total current investments and cash and bank balances as on March 31, 2018 was Rs. 39,857 lakhs as compared to Rs. 17,565 lakhs in the previous year. Net cash used in operations is Rs. 2,276 lakhs and payment for purchase of fixed assets of Rs. 1,289 lakhs during the financial year ended March 31, 2018. Proceeds from issue of equity shares of Rs. 23,188 lakhs for the year ended March 31, 2018.

B) Trade Receivables

Trade receivables as at March 31, 2018 stood at Rs. 12,832 lakhs as compared to Rs. 8,300 lakhs as at March 31, 2017.

C) Current financial loans, financial assets and other current assets

The current financial loans and financial assets were at Rs. 6,600 lakhs as at March 31, 2018 as compared to Rs. 5,594 lakhs as at March 31, 2017. Other current assets were at Rs. 2,735 lakhs as at March 31, 2018 as compared to Rs. 2,291 lakhs as at March 31, 2017.

Shareholders' Funds

Total Shareholders' funds as at March 31, 2018 stood at Rs. 54,329 lakhs as compared to Rs. 29,313 lakhs as at March 31, 2017. The increase was mainly on account of increase of Rs. 23,108 lakhs in Securities premium reserve due to issue of new equity shares.

Non-current Liabilities

A) Non-current financial liabilities

Total non-current financial liabilities stood at Rs. 5,617 lakhs as at March 31, 2018 as compared to Rs. 7,664 lakhs as at March 31, 2017. The decrease was mainly on account of reduction in non-current borrowings by Rs. 2,142 lakhs.

B) Non-current other liabilities

The total non-current other liabilities stood at Rs. 2,831 lakhs as at March 31, 2018 as compared to Rs. 2,815 lakhs as at March 31, 2017.

Current Liabilities

A) Financial liabilities

The total current financial liabilities as at March 31, 2018 was Rs. 15,150 lakhs as compared to Rs. 11,721 lakhs as at March 31, 2017. The increase was mainly due to the increase in current borrowings by Rs. 1,767 lakhs, trade payables by Rs. 167 lakhs, other financial liabilities by Rs. 1,495 lakhs.

B) Other current liabilities and provisions

The total other current liabilities and provisions as March 31, 2018 was Rs. 7,718 lakhs as compared to Rs. 6,275 lakhs as at March 31, 2017. The increase was mainly due to increase in other current liabilities by Rs. 881 lakhs.

Client Wins during the year

The Company added 13 clients during the year, as given below. The client profile includes some marquee names across verticals in NA, UK, and IA.

i. In March 2018, a tier 1 global property and casualty insurer selected Majesco Billing for its greenfield small commercial products following a rapid 5 month process. The insurer has been a client of Majesco for over 12 years.

ii. In March 2018, an InsurTech start-up selected Majesco Policy for P&C and Majesco Billing on the Majesco CloudInsurer platform to support their launch and growth strategies in a SaaS model.

iii. In March 2018, Raffles Health Insurance ("RHI"), a leading healthcare insurance company based in Singapore, selected Majesco's Health Core platform to transform their business by creating a compelling, integrated experience for their customers and stakeholders.

iv. In March 2018, Kookmin Best Insurance Company US Branch (KBICUS), the US operation of KB Financial Group selected Majesco CloudInsurer to provide modern business platform for KBICUS' growth strategies.

v. In March 2018, the leading insurer in Malaysia selected Majesco Digital solutions to automate the pre-inspection risk survey for their fire and burglary/theft insurance lines of business.

vi. In March 2018, the health insurer, part of a leading diversified financial services group in India, implemented Majesco Distribution Management and a portal using Majesco Digital Solutions to manage their various distribution channels and enhance online engagement with their distributors and other stakeholders.

vii. In January 2018, Reliance Nippon Life Insurance, an India based life insurance carrier selected Majesco Distribution Management, to enable speed to market and optimize their agent channel.

viii. In November 2017, New York State Insurance Fund (NYSIF) selected Majesco Billing on Majesco CloudInsurer; implementation is one of the first for a workers compensation state fund.

ix. In July 2017, American Capital Assurance Corp. selected Majesco P&C Suite, Majesco Distribution Management, Majesco Business Analytics and Majesco Enterprise Data Warehouse to transition from an outsourced provider.

x. In July 2017, leading global tier 1 Life Insurer selected Majesco CloudInsurer platform to transform their collections operations across multiple geographies.

xi. In July 2017, Shelter Insurance went live on Majesco Billing for its new brand, say Insurance, focused on delivering a digital auto insurance product.

xii. In April 2017, the IMT Group selected Majesco Billing in the Cloud as their enterprise solution supporting all personal and commercial lines of business.

xiii. In April 2017, a tier two specialty insurer renewed its application management services agreement with Majesco for three years to support a number of key operational systems.

Days Sales Outstanding (DSO)

DSO as at March 31, 2018 is 81 days as compared to 79 days as at March 31, 2017. Increase in DSO is attributed to major billing that took place with a large customer at the end of March 2018.

Order Backlog during the year

The 12 Month Order Backlog as of March 31, 2018 was at Rs. 60,649 lakhs as compared to Rs. 44,040 lakhs for the year ended as of March 31, 2017. Total Value of Orders booked during FY 2017-18 was Rs. 143,609 lakhs as compared to Rs. 86,589 lakhs in FY 2016-17.

People Strength

As on March 31, 2018, the Company had a total headcount of 2,472, of which about 19% were based on-site while the remaining were at various offshore locations. The Company continues to recruit fresh talent and intends to add more technical resources at various levels during the fiscal year.

V. BUSINESS OUTLOOK

Today, the Insurance industry is penetrating towards speed-to-value, low upfront cost, and pay-as-you-grow model. The Insurance industry is in the early stages of Digital Insurance 2.0. These insurtech explosion and resulting disruption is expected to continue in 2019 as well. Majesco in Fiscal 2018 witnessed a significant transformation of business model from on-premise to on-demand cloud model to meet new industry demands. This is illustrative with the Company's improved performance of business during the year. The management continued to remain focused on its core cloud business across key verticals – Property & Casualty (P&C) and Life & Assurance (L&A).The growth drivers for the business include following:

a) Penetrating existing client accounts with opportunities through cross sell and up sell;

b) Acquisition of new clients across core areas namely enterprise billing, commercial line policy administration, group life system and growth & innovation platform;

c) Launch of the new Digital 1st Insurance Platform;

d) Expanding in new and adjacent geographies; and

e) Mergers and Acquisitions.

The Company, with its size, scale, domain expertise and the platforms, is well poised to capitalize the opportunities to support its new and existing customers' transition to the Insurance 2.0 journey and grow in fiscal 2019 and beyond. The Company has exceptional leadership team and dedicated work force that continue to drive growth while penetrating existing clients with opportunities through cross sell and up sell. It will continue to focus on enhancing its capabilities and investing in its innovative growth platform going forward.

VI. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

A strong internal control system is pervasive in the Company. The Company has documented a robust and comprehensive internal control system for all the major processes to ensure reliability of financial reporting.

Majesco's systems for internal control and risk management go beyond what is mandatorily required to cover best practice reporting matrices and to identify opportunities and risks with regard to its business operations.

The Company's internal control systems are supplemented by an internal audit program and periodic reviews by the management. Majesco has appointed an independent audit firm as its Internal Auditors and the Audit Committee reviews its findings and recommendations at periodic intervals. Majesco's internal control system is adequate considering the nature, size and complexity of its business.

VII. THREATS, RISKS & CONCERNS

Majesco has also put in place a strong enterprise risk management function which oversees the risk management of the Company on an ongoing basis. The primary objective of the Enterprise Risk Management (ERM) function is to:

- Provide a framework that enhances risk response decisions
- Reduce operational surprises and thereby losses
- Identify and manage cross-enterprise risks

The ERM policy, approved by the Board, lays down the risk management process, expected outcomes, governance and reporting structure. The policy also stresses on the importance of having a strong risk culture for Company's ERM to succeed.

Risk Governance Structure: Majesco has put in place a strong risk governance model to ensure risk management principles are followed throughout the organization and a risk culture inculcated. This ERM process and policy is executed through the Risk Management Committee (RMC) represented by the business and functional heads within Majesco. The RMC is responsible for:

- Being the primary champion of risk management at strategic and operational level
- Setting policy and strategy for enterprise risk management
- Ensuring that risk management policies are implemented with the right spirit through a monitoring mechanism
- Building a risk aware culture within the organization including appropriate trainings
- Informing the Board (through the Audit Committee) about the ERM status and top risks of the Company on a timely basis

Risk Champions: The RMC is supported by the risk champions who are responsible for:

- providing oversight to line managers who manage risk on a day-to-day basis
- promoting risk awareness within their operations
- ensuring that risk management is incorporated right from the conceptual stage of projects and opportunities
- ensuring compliance to the risk management procedures
- providing periodic reports to the RMC

A discussion of key risks and concerns, and measures aimed at mitigating them, are discussed in the following paragraphs.

Strategic risks: The Company could be susceptible to strategy, innovation, and business or product portfolio related risks if there is any significant and unfavorable shift in industry trends, customer preferences, or returns on R&D investments. Majesco does have the benefit of being very well entrenched with many of its customers, involved in their critical and strategic initiatives. Therefore, client concentration related risks are mitigated to an extent. The Company's investments in intellectual property creation too are being done in a measured manner and are focused more on extending and strengthening existing offerings rather than on new business or end-use/application areas.

Macro-economic risks: Risks emanating from changes in the global markets such as the recent financial meltdown, regulatory or political changes, and alterations in the competitive landscape could affect the Company's operations and outlook. Any adverse movements in economic cycles in the Company's target markets and volatility in foreign currency exchange rates could have a negative impact on the Company's performance. This risk is mitigated to some extent due to the Company's presence in multiple, diverse markets from Europe to Malaysia and India. The Company also takes necessary steps such as forex hedging to mitigate exchange rate risks.

Competition-led risks: Majesco operates in a highly competitive industry, and competes with much bigger competitors, in both India and abroad. Shifts in clients' and prospective clients' dispositions could affect its business. While the Company has strong domain expertise, robust delivery capabilities, and significant project experience, there is no guarantee that it will always get the better of competition.

Dependence on Key Personnel: Majesco has one of the best management teams in the industry and this has been a critical enabler of its operating successes. Any loss of personnel through attrition or other means may have an impact on the Company's performance. Majesco does endeavor to have an effective succession plan in place to mitigate these risks.

Client and account risks: The Company's strategy is to engage with a few strategic customers and build long-term relationships with them. Any shift in customer preferences, priorities, and internal strategies can have an adverse impact on the Company's operations and outlook. Majesco does have the benefit of being very well entrenched with many of its customers, involved in their critical and strategic initiatives. Therefore, client concentration related risks are mitigated to an extent.

Cyber Security Risks: Cyber Security Risk has emerged as a high category risk across the Information Technology industry as organizations are moving to newer areas of engagement such as cloud driven business model, mobile computing etc. The Company has implemented best security practices across multiple domains, for safeguarding the information, as well obtained insurance coverage as necessary.

Contractual, execution and delivery related risks: The Company's operating performance is subject to risks associated with factors that may be beyond its control, such as the termination or modification of contracts and non-fulfillment of contractual obligations by clients due to their own financial difficulties or changed priorities or other reasons. Majesco does have mechanisms in place to try and prevent such situations, as well as insurance coverage as necessary.

Acquisition/M&A related risks: Well-considered, properly evaluated and strategic acquisitions form part of the Company's growth strategy. There is no guarantee, however that an acquisition will produce the business synergies, revenues and profits anticipated at the time of entering into the transaction although the Company would undertake all due care and diligence in the process of making any acquisition.

In addition to the aforementioned issues, there are multiple other risk factors that the Company believes it will need to consider and manage. The Board and management team continually assess the operations and operating environment to identify potential risks and take meaningful mitigation actions.

The Company does take necessary insurance or related coverage in cases as necessary.

BOARD OF DIRECTORS' REPORT

To the Members,

Your Directors are pleased to present the 5th Board of Directors' Report, along with the audited Financial Statements of the Company, for the financial year ended March 31, 2018.

1. FINANCIAL SUMMARY

(₹in Lakhs)

Particulars	Consolidated		Standalone	
	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017
Revenue from operations				
Information technology services	79,884	81,335	1,999	1,527
Reimbursement of expenses from customers	720	1,282	-	33
Total Operating Revenue	**80,604**	**82,617**	**1,999**	**1,560**
Other Income	1,092	960	1,858	1,571
Total Income	**81,696**	**83,577**	**3,857**	**3,131**
Employee Benefits and other expenses	78,344	80,247	2,687	2,653
Depreciation and amortization expenses	1,785	1,722	110	81
Finance costs	489	784	28	84
Total Expenses	**80,618**	**82,753**	**2,825**	**2,818**
Exceptional items – expense/ (income)	(1,053)	266	(1,053)	225
Profit before Tax	**2,131**	**558**	**2,085**	**88**
Tax expense/ (credit)	1,851	(115)	650	(40)
Profit after Tax	**280**	**673**	**1,435**	**128**
Other Comprehensive Income	574	(694)	10	18
Total Comprehensive Income	**854**	**(21)**	**1,445**	**146**
Earnings per share of face value of Rs. 5/- each				
Basic (Rs.)	2.60	2.18	5.92	0.55
Diluted (Rs.)	2.47	2.05	5.62	0.52

Financial Statements for the year ended March 31, 2018 are the first financial statements of the Company prepared in accordance with Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended and the Companies (Indian Accounting Standards) Amendment Rules, 2016. The date of transition to Ind-AS is April 1, 2016. Accordingly, numbers for all the comparative periods have been restated.

2. RESULTS OF OPERATIONS

a) Consolidated operations

The Group registered total operating revenue of Rs. 80,604 lakhs for the year ended March 31, 2018 as compared to Rs. 82,617 lakhs for the year ended March 31, 2017.

The Group earned a net profit of Rs. 280 lakhs for the year ended March 31, 2018 as compared to net profit of Rs. 673 lakhs for the year ended March 31, 2017. Analysis of the Operating Revenue region-wise, offering-wise and line-of-business wise is provided below.

Breakup of the Operating Revenue by regions

Region	Year ended March 31, 2018		Year ended March 31, 2017	
	₹in Lakhs	% of Revenue	₹in Lakhs	% of Revenue
North America	70,689	87.7	73,114	88.5
United Kingdom	4,288	5.3	5,474	6.6
India & Asia Pacific	5,627	7.0	4,029	4.9
Total Operating Revenue	**80,604**	**100.0**	**82,617**	**100.0**

Breakup of the Operating Revenue by offerings

Offering	Year ended March 31, 2018		Year ended March 31, 2017	
	₹in Lakhs	% of Revenue	₹in Lakhs	% of Revenue
License	1,673	2.1	2,285	2.8
Professional Services	42,328	52.5	51,688	62.6
Cloud	23,985	29.8	15,913	19.3
Support	12,618	15.6	12,731	15.3
Total Operating Revenue	**80,604**	**100.0**	**82,617**	**100.0**

Breakup of Operating Revenue by Line of Business

Line of Business	Year ended March 31, 2018		Year ended March 31, 2017	
	₹in Lakhs	% of Revenue	₹in Lakhs	% of Revenue
Property & Casualty	61,689	76.5	66,920	81.0
Life & Annuities	17,754	22.0	14,375	17.4
Non-Insurance	1,161	1.5	1,322	1.6
Total Operating Revenue	**80,604**	**100.0**	**82,617**	**100.0**

b) Standalone Operations

Your Company reported a total income of Rs.3,857 lakhs for the year ended March 31, 2018 as compared to Rs. 3,131 lakhs for the year ended March 31, 2017. The Company earned a net profit of Rs. 1,435 lakhs for the year ended March 31, 2018 as compared to net profit of Rs. 128 lakhs for the year ended March 31, 2017.

3. RESERVES

No amount is proposed to be transferred to reserves for the year ended March 31, 2018.

4. DIVIDEND

The Board of Directors at its meeting held on August 3, 2017 declared a special dividend @ 20% i.e. Rs. 1/- per equity share of face value of Rs. 5/- each, which has been duly paid to Shareholders of the Company.

5. CHANGE IN SHARE CAPITAL

During the year, Authorized Share Capital of the Company was increased to Rs. 25 crores (Rupees Twenty Five crores only) from Rs. 15 crores (Rupees Fifteen crores only), vide special resolution passed by the Shareholders at the Extraordinary General Meeting of the Company held on January 11, 2018.

During the year, the Company allotted shares as per following details:

a) 3,15,512 fully paid-up equity shares of face value of Rs. 5/- each, to various employees and Managing Director of the Company, on exercise of stock options; and

b) 44,43,849 fully paid-up equity shares of face value of Rs. 5/- each, to qualified institutional buyers under Qualified Institutional Placement ("QIP").

As on March 31, 2018, the paid-up share capital of your Company stood at Rs. 14,06,11,980/- comprising 2,81,22,396 equity shares of face value of Rs. 5/- each.

6. STATEMENT OF UTILIZATION OF QIP PROCEEDS

Pursuant to Regulation 32(7A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the SEBI Listing Regulations"), the statement of utilization of Qualified Institutional Placement (QIP) proceeds, as on March 31, 2018 as approved by the Audit Committee, is furnished below.

Particulars	Amount (Rs. in crore)
Gross proceeds of QIP Issue	**231.08**
Less: Issue Expenses	5.81
Net proceeds of QIP Issue (as mentioned in Placement Document)	225.27
Less: Amount utilized for the purpose received	NIL
Balance Amount	225.27
- Temporarily invested in Fixed Deposits with the Bank(s)/ Financial Institution(s)	25.01
- Temporarily invested in Mutual Funds	200.26
- Lying in the Current Account with the Bank(s)/ Financial Institution(s)	NIL

Further, it is hereby confirmed that there has been no deviation in the use of QIP proceeds from the objects stated in the Placement Document dated January 29, 2018.

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN MARCH 31, 2018 AND DATE OF THIS REPORT

There is no material change and commitments which affected the financial position of the Company, occurred between March 31, 2018 and date of this report i.e. May 14, 2018.

8. SUBSIDIARY COMPANIES

Your Company has one direct subsidiary namely Majesco, USA, in which it holds 69.75% stake, as on March 31, 2018. Majesco, USA, has eight direct and indirect wholly owned subsidiaries.

As required under Section 129(3) of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statements of the subsidiaries in the prescribed form AOC-1 is enclosed as **Annexure – I** to this Report.

In accordance with Section 136 of the Act, the separate accounts of the subsidiary companies will be available on the website of the Company and the Members desirous of obtaining the accounts of the Company's subsidiaries may obtain the same upon request.

The Policy for determining Material Subsidiaries, adopted by your Board, in conformity with the SEBI Listing Regulations can be accessed on the Company's website at https://ir.majesco.com/policies/.

The details of subsidiary and step down subsidiaries as on March 31, 2018 are given below.

₹ in Lakhs

Name of the Subsidiary	Date of Incorporation	Country	Business	Total Income		Net Profit	
				As on March 31, 2018	As on March 31, 2017	As on March 31, 2018	As on March 31, 2017
Majesco	07-Apr-1992	USA	Information Technology Services	25,510	18,417	(8,935)	(3,368)
Step Down Subsidiary							
Majesco Software and Solutions Inc.	03-Jun-1991	USA	Information Technology Services	30,629	35,478	426	(140)
Cover-All Systems Inc.	26-Oct-1989	USA	Information Technology Services	16,881	18,318	3,811	4,673
Majesco Canada Limited	09-Feb-1909	Canada	Information Technology Services	776	1,172	6	(203)
Majesco Sdn Bhd.	29-Apr-1900	Malaysia	Information Technology Services	3,384	2,430	21	38
Majesco Asia Pacific Pte Limited*	26-Mar-1991	Singapore	Information Technology Services	245	41	4	(33)
Majesco (Thailand) Co. Limited*	05-Feb-2007	Thailand	Information Technology Services	NIL	NIL	(23)	(62)
Majesco Software and Solutions India Private Limited**	22-Oct-2014	India	Information Technology Services	29,512	23,888	3,488	(445)
Majesco (UK) Limited**	23-Oct-2014	UK	Information Technology Services	4,280	5,592	134	58

*Majesco Asia Pacific Pte Ltd. and Majesco (Thailand) Co. Ltd. are wholly-owned subsidiaries of Majesco Sdn Bhd and step down subsidiaries of Majesco, USA.

**Majesco Software and Solutions India Private Limited and Majesco (UK) Limited are wholly-owned subsidiaries of Majesco Software and Solutions Inc. and step down subsidiaries of Majesco, USA.

9. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report is disclosed separately in this Annual Report.

10. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of sub-sections (3) (c) and (5) of Section 134 of the Act that:

a) In preparation of the Financial Statements for the financial year ended March 31, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

b) We have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for year ended on that date;

c) Proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;

d) The Financial Statements of the Company had been prepared on a going concern basis;

e) We have laid down Internal Financial Controls to be followed by the Company which are adequate and operating effectively; and

f) We have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As on date of this report, the Company has five Directors, out of those two are Independent Directors including one Woman Director.

a) Re-appointment of Mr. Radhakrishnan Sundar (DIN: 00533952) as Executive Director of the Company

The Members of the Company had appointed Mr. Radhakrishnan Sundar to hold the office as an Executive Director of the Company up to May 31, 2018. Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on May 14, 2018, re-appointed. Mr. Radhakrishnan Sundar as the Executive Director for a further term of 3 years with effect from June 1, 2018 till May 31, 2021, subject to approval of shareholders at the ensuing Annual General Meeting ("AGM").

Keeping in view that Mr. Radhakrishnan Sundar has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Radhakrishnan Sundar as the Executive Director. The Board recommends the same for member's approval at the ensuing AGM.

b) Retirement by rotation

Mr. Ketan Mehta (DIN: 00129188) Non-Executive Director retires by rotation at the forthcoming AGM and being eligible, offers himself for reappointment.

c) Independent Directors

During the year under review, Dr. Arun Maheshwari (DIN: 01682147) resigned as an Independent Director from the Board with effect from August 3, 2017. All Independent directors have furnished declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Act.

d) Key Managerial Personnel

Key Managerial Personnel for the financial year 2017-18

- Mr. Farid Kazani (DIN: 06914620) – Managing Director
- Mr. Radhakrishnan Sundar (DIN: 00533952) – Executive Director
- Mr. Kunal Karan – Chief Financial Officer
- Mr. Nishant S. Shirke – Company Secretary

During the year under review, there was no change in the Key Managerial Personnel.

Mr. Nishant S. Shirke ceased to be the Company Secretary of the Company w.e.f. April 17, 2018. Based on recommendations of the Nomination and Remuneration Committee, the Board, at its meeting held on May 14, 2018, appointed Mrs. Varika Rastogi as the Company Secretary of the Company with effect from May 14, 2018.

e) Number of Board meetings

The Board of Directors of the Company met seven times during the financial year 2017-18. The details of the Board meetings and the attendance of the Directors, are given in Corporate Governance Report, which forms part of this report.

12. COMMITTEES OF THE BOARD

Your Company has duly constituted the Committees required under the Act read with applicable Rules made under and the SEBI Listing Regulations.

The Company has an Audit Committee with the constitution, powers and role as are prescribed under Section 177 of the Act and Regulation 18 of the Listing Regulations. The Constitution of the Audit Committee and its powers & role are mentioned in the Corporate Governance Report which is a part of this Annual Report.

The other statutory committees of the Board are given below:

i) Investors' Grievances and Stakeholders' Relationship Committee

ii) Nomination and Remuneration Committee

iii) Corporate Social Responsibility Committee

Details with regard to composition, powers, role, meetings held and attendance of members at such meetings of the relevant Committee are provided in the Report on Corporate Governance which forms part of this Annual Report.

13. BOARD'S PERFORMANCE EVALUATION

In compliance with requirement of the provisions of Section 178 of the Act read with Rules framed thereunder and Schedule IV to the Act as well as Regulation 17 (10) of the SEBI Listing Regulations, the performance evaluation of the Board as a whole and individual directors was carried out during the year under review. As a best practice, the method of formal performance evaluation combines Internal Assessment and Assessment by external expert(s). The Company had adopted the same methodology for carrying out Board Evaluation exercise.

With the help of an outside expert, a structured questionnaire was prepared, after taking into consideration, inputs received from the Directors, covering various aspects of the Board's functioning such as Board Structure & Development, Board Meetings & Materials, Key Board Responsibilities & Reporting, Board Management Relationship, Board Committees' Effectiveness, Board Mission.

The outcome of the evaluation of the Board was discussed at the meeting of Nomination and Remuneration Committee in detail.

14. NOMINATION AND REMUNERATION POLICY

The Company has a policy on remuneration of Directors and Key Managerial Personnel. The policy is approved by the Nomination and Remuneration Committee and the Board of Directors.

This policy is available on website of the Company and the link for the same is provided below: https://ir.majesco.com/policies/.

15. PEOPLE PRACTICES

Majesco Group deploys its intellectual capability to create and deliver intellectual property-driven solutions that make a positive business impact for its global clients. For this, the key success enabler and most vital resource is world-class talent. Majesco Group continually undertakes measures to attract and retain such high quality talent.

The Human Resources team has been on a path of continuous progress and improvement, constantly on the lookout for creating better employees experience over the last year.

Employee Friendly Policies: A significant step taken during the year 2017-18 towards better employee experience was to bring in changes to various HR policies to make them more employee friendly. Starting from 8 days' work-from-home in a month to half day compensatory off, myriad policy tweaks were brought in. These changes have been welcomed by employees with open arms.

CHORDS: Teams to work effectively, often need some external stimuli and intervention. Team building can be an effective tool to bring the team members together, learn and function better to improve communication, productivity and other desirable attributes. HR team has facilitated multitude of these sessions across different projects and Business Unit's with participants ranging from Software Engineer to Senior Vice President.

GeekCafe: Continuous learning plays an important role in improving productivity. GeekCafe is an initiative to leverage the expertise within to build a better knowledge base and help employees improve their technical and functional capabilities. HR team has been introducing this in various Business Unit's across offshore.

Annual Awards: Employees' recognition plays a key role in keeping morale up and employees engaged. While there were quarterly awards and SPOT awards, there was a need to introduce something to bring in more excitement and anticipation. Keeping this into consideration, the 'Annual Awards' were launched – a whole new categories of awards to recognize excellence, innovation & team spirit along with sizeable rewards for the winners.

Work ethics awareness campaign: Strong work ethics speak volumes about an organization and its culture. HR team took up an awareness campaign to share information about desired work ethics at Majesco and its importance.

Policy awareness campaign: Majesco has many employee benefit policies but not all employees are aware of them. Hence a policy awareness campaign was initiated wherein each month, one policy gets highlighted.

You matter! Upwards feedback: In line with Majesco value of 'Openness & Transparency' wherein we would like to encourage upwards feedback so as to help build a strong leadership team, HR team rolled out a new initiative called 'You Matter!'

Fun-n-Joy & Majesco United: In addition to celebrating the traditional events and festivals, a host of new events was added such as International Men's Day, Majesco Anniversary Week, Red FM Corporate Hungama, BrainBout, Back to School, etc.

As on March 31, 2018, Majesco Group had a total head count of 2,472 (including contractors' employees). The Directors wish to place on record their appreciation for the contributions made by employees to the Company during the year under review.

16. INTERNAL CONTROL SYSTEM

A strong internal control system is pervasive in the Company. The Company has documented a robust and comprehensive internal control system for all the major processes to ensure reliability of financial reporting.

17. INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations.

During the year, such controls were tested and no reportable material weakness in the design or operations were observed. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, 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.

The Company has a robust financial closure, certification mechanism for certifying adherence to various accounting policies, accounting hygiene and accuracy of provisions and other estimates.

18. STATUTORY AUDITORS AND THEIR REPORT

At the 2nd AGM held on April 30, 2015, M/s. Varma & Varma, Chartered Accountants have been appointed as the Statutory Auditors of the Company for a period of five years. Ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

Further, the report of the Statutory Auditors is provided in the financial section of the Annual Report. The observations made in the Auditors' Report are self-explanatory and not contain any qualification. Therefore, it does not call for any further comments.

19. SECRETARIAL AUDIT

In terms of Section 204 of the Act and Rules made there under, M/s. Abhishek Bhate & Co. Practicing Company Secretary, Thane has been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as **Annexure – II** to this report. The report is self-explanatory and does not contain any qualification. Therefore, it does not call for any further comments.

20. INTERNAL AUDITORS

As required under Section 138 of the Act and Rule 13 of the Companies (Accounts) Rules, 2014, the Internal Audit function is carried out by M/s. Suresh Surana & Associates LLP, Chartered Accountants. The Internal Auditors present their report to the Audit Committee. The scope, functioning, periodicity and methodology for conducting the internal audit has been formulated in consultation with the Audit Committee.

21. RISK MANAGEMENT

The Company has constituted a Risk Management Committee to frame, implement and monitor Risk Management Plan of the Company. The Audit Committee quarterly reviews the risks and remedial measures taken. The risks are identified and discussed by Committee at its meeting at regular intervals. The various risks are categorized as High risk, Medium risk and Low risk and appropriate steps/ measures are taken/ initiated, to mitigate the identified risks from time to time.

22. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of loans, guarantees, investments covered under provisions of Section 186 of the Act are provided in the notes to the Financial Statements.

23. RELATED PARTY TRANSACTIONS

All Related Party Transactions during the financial year under review, were at arm's length basis and are in compliance with the applicable provisions of the Act and SEBI Listing Regulations. There were no material significant related party transactions entered into by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large.

All the Related Party Transactions are presented to the Audit Committee and Board for their approval. Omnibus approval is given by Audit committee for the transactions which are foreseen and repetitive in nature. A statement of all Related Party Transactions is presented before the Audit Committee and Board on quarterly basis, specifying the nature, value and terms and conditions of the transactions. The said transactions are approved by Audit Committee as well as by Board.

The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at https://ir.majesco.com/policies/.

Details of related party transactions is provided in Form AOC-2, enclosed as **Annexure – III** to this report.

24. CHANGE IN NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the financial year ended March 31, 2018.

25. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Act, the extract of annual return in Form MGT-9 is enclosed as **Annexure – IV** to this report.

26. WHISTLE BLOWER POLICY/ VIGIL MECHANISM

In compliance with the requirement of the Act and the SEBI Listing Regulations, the Company has established a Whistle Blower Policy/ Vigil mechanism and the same is placed on the Company's website at https://ir.majesco.com/policies.

The employees of the company are made aware of the said policy at the time of joining the Company.

27. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company follows a strict zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder, for prevention and redressal of complaints of sexual harassment at workplace.

During the financial year 2017-18, the Company has not received any complaint on sexual harassment.

28. EMPLOYEE STOCK OPTIONS

The Board of Directors hereby confirm that there is no material change in the ESOP scheme plan I of the Company and the ESOP plan is in compliance with the SEBI (Share based Employee Benefits) Regulations, 2014. The required disclosure is enclosed as **Annexure – V.**

29. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In compliance with Section 135 of the Act, the Board of Directors of the Company has formed a Corporate Social Responsibility Committee. The composition of CSR Committee and brief outline of the CSR policy of the Company with the initiative undertaken by the Company on CSR activities during the year are set out in **Annexure – VI** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Policy is available on the website of the Company at https://ir.majesco.com/policies.

30. PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required in terms of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 is given below:

A. Information as per Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of the Directors	Ratio to median remuneration
Executive Directors	
Mr. Farid Kazani	22.87
Mr. Radhakrishnan Sundar	3.54
Non-Executive Directors	
Mr. Venkatesh N. Chakravarty	Not Applicable
Mr. Ketan Mehta	Not Applicable
Dr. Arun Maheshwari	Not Applicable
Mrs. Madhu Dubhashi	Not Applicable

b) The percentage of increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year:

Name of the Directors / Key Managerial Personnel	% increase in remuneration* in the financial year 2017-18
Mr. Farid Kazani	12.1%
Mr. Radhakrishnan Sundar	NIL
Mr. Venkatesh N. Chakravarty	Not Applicable
Dr. Arun Kumar Maheshwari	Not Applicable
Mr. Ketan Mehta	Not Applicable
Mrs. Madhu Dubhashi	Not Applicable
Mr. Kunal Karan, Chief Financial Officer	21.7%
Mr. Nishant S. Shirke, Company Secretary	19.6%

*Remuneration comprises of Gross Salary, Contribution to Provident Fund, Superannuation Fund & National Pension Scheme and Incentive.

c) Percentage of increase in the median remuneration of employees during the financial year ended March 31, 2018: 2.4%

d) Number of permanent employees on the rolls of the Company as on March 31, 2018: 110 employees

e) Average percentage increase made in the salaries of employee other than the Managerial Personnel in the financial year was 11% vis a vis increase of 11.8% in the salaries of Managerial Personnel.

f) Affirmation that the remuneration is as per the remuneration policy of the Company:

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

B. Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The statement containing particulars of employees in terms of remuneration drawn is provided in a separate annexure forming part of this report. However, having regard to Section 136 of the Act, the Annual Report, excluding the aforesaid annexure, is being sent to all the members of the Company and other entitled thereto. The said annexure is open for inspection at the registered office of the Company. Any member interested in obtaining these particulars will be provided with the same, upon receipt of a written request delivered at the registered office of the Company.

31. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations.

32. PUBLIC DEPOSITS

Your Company has not accepted any deposits from public in terms of Section 73 and/ or 74 of the Act.

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

(a) Conservation of energy: As a software Company, energy costs constitute a small portion of the total cost and there is not much scope for energy conservation.

(i)	the steps taken or impact on conservation of energy.	Not Applicable
(ii)	the steps taken by the company for utilizing alternate sources of energy	
(iii)	the capital investment on energy conservation equipments	

(b) Technology absorption:

(i)	the efforts made towards technology absorption	Not Applicable
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	(a) the details of technology imported	
	(b) the year of import	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	the expenditure incurred on Research and Development	Rs. 1.37 Crores (Rs. 1.08 Crores for FY 2016-17)

(c) Foreign exchange earnings and outgo

Total foreign exchange used and earned by Majesco Limited

₹ in Lakhs

	Year ended March 31, 2018	Year ended March 31, 2017
Exchange used	157	7
Exchange earned	31	70

34. CORPORATE GOVERNANCE

The Company has complied with Corporate Governance requirement as prescribed under the Act and the SEBI Listing Regulations. A separate section on Corporate Governance practices followed by the Company together with the certificate from M/s. Abhishek Bhate & Co., Practicing Company Secretary, appearing elsewhere in this report, forms an integral part of this report.

35. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the secretarial standards issued by the Institute of Company Secretaries of India on Board Meetings (SS-1) and General Meetings (SS-2).

36. ACKNOWLEDGMENT

Your Directors place on record their appreciation for employees at all levels, who have contributed to the growth and performance of your Company.

Your Directors also thank the clients, vendors, bankers and shareholders of the Company for their continued support.

Your Directors also thank the Central and State Governments and other statutory authorities for their continued support.

For and on behalf of the Board
Majesco Limited

Farid Kazani
Managing Director
DIN: 06914620

Venkatesh N. Chakravarty
Non-Executive Chairman & Independent Director
DIN: 01102892

Date: May 14, 2018
Place: Navi Mumbai

ANNEXURE -I

Form No. AOC- 1

[Pursuant to first proviso to Section 129(3) of the Companies Act, 2013 read with rule 5 of the Companies (Accounts) Rules, 2014]

Part A: Statement containing salient features of the Financial Statements of Subsidiaries

(Rs. in lakhs)

Sl No.	Name of the subsidiary	Date of acquisition	Reporting currency	Exchange rate (Average)	Exchange Rate (on last date of financial year)	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Total Income	Profit / (Loss) before tax	Tax Expense/ (Credit)	Profit / (Loss) after Tax	Proposed Dividend	% of shareholding
1	Majesco	April 7, 1992	USD	64.48	65.175	32	10,488	41,854	31,334	24,355	25,510	(9,935)	(1,000)	(8,935)	-	69.75%
2	Majesco Software and Solutions Inc*	March 7, 2008	USD	64.48	65.175	1	5,685	22,202	16,516	2,737	30,629	1,097	671	426	-	100%
3	Cover-All Systems Inc.*	June 26, 2015	USD	64.48	65.175	-	10,934	14,934	4,000	-	16,881	3,418	(393)	3,811	-	100%
4	Majesco Canada Limited*	February 9, 2009	CAD	50.354	50.65	1,555	(1,574)	363	382	-	776	6	-	6	-	100%
5	Majesco Sdn Bhd *	April 29, 2000	MYR	15.583	16.868	1,900	236	2,688	552	319	3,384	28	7	21	-	100%
6	Majesco Asia Pacific Pte Limited*	March 26, 1991	SGD	47.737	49.823	1420	(1306)	419	305	-	245	4	0	4	-	100%
7	Majesco (Thailand) Co. Limited*	February 5, 2017	THB	1.961	2.085	146	(844)	8	706	-	0	(23)	0	(23)	-	100%
8	Majesco Software and Solutions India Private Limited*	October 22, 2014	INR	NA	NA	35	4,618	7,699	3,046	-	29,512	5,376	1,888	3,488	-	100%
9	Majesco (UK) Limited*	October 23, 2014	GBP	86.224	92.278	1,181	409	2,981	1,391	-	4,280	163	29	134	-	100%

*These companies are 100% subsidiaries of Majesco, USA in which Majesco Limited holds 69.75% shareholding.

Notes:

1. Names of subsidiaries which are yet to commence operations: Not Applicable
2. Names of subsidiaries which have been liquidated or sold during the financial year 2017-18: Not Applicable

Part B: Statement containing salient features of the Financial Statements of Associates & Joint Ventures

The Company does not have any Associates and/ or Joint Venture Company during the financial year 2017-18.

For and on behalf of the Board of Directors

Farid Kazani
Managing Director
DIN: 06914620

Venkatesh Chakravarty
Non-Executive Chairman and Independent Director
DIN: 01102892

Radhakrishnan Sundar
Executive Director
DIN: 00533952

Kunal Karan
Chief Financial Officer

Varika Rastogi
Company Secretary
M. No. FCS7864

Place: Navi Mumbai
Date : May 14, 2018

Annexure – II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

MAJESCO LIMITED

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MAJESCO LIMITED (hereinafter called “the company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 as made available to me, according to the provisions including any statutory modification, amendments or re-enactment thereof for the time being in force:

1. The Companies Act, 2013 (the Act) and the rules made there under and Companies Act 1956, to the extent it is applicable;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
   (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
   (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
6. The Exim Laws, STP Scheme, SEZ and Customs Laws:
   (a) The Foreign Trade Policy (Exim Policy)and Procedures there under;
   (b) Foreign Trade (Development and Regulation) Act, 1992;
   (c) Software Technology Parks Scheme;
   (d) Special Economic Zones Act, 2005 and Special Economic Zones Rules, 2006 (State Acts, Rules and Policies made thereunder);
   (e) The Customs Act, 1962
7. Labour and Other Laws:
   (a) The Apprentices Act, 1961 and Apprenticeship Rules, 1992;
   (b) The Child Labour (Prohibition and Regulation) Act, 1986 and The Child Labour (Prohibition and Regulation) Rules, 1988;
   (c) The Contract Labour (Regulation and Abolition) Act, 1970 and The Contract Labour (Regulation and Abolition) Central Rules, 1971;
   (d) The Employees’ Provident Funds and [Miscellaneous Provisions] Act, 1952, The Employees’ Provident Fund Scheme, 1952, Employees’ Pension Scheme, 1995, and Employees’ Deposit-linked Insurance Scheme, 1976;
   (e) The Maternity Benefit Act, 1961 and The State Rules made there under;
   (f) The Minimum Wages Act, 1948 and The Minimum Wages (Central) Rules, 1950;

(g) The Payment of Bonus Act, 1965 and The Payment of Bonus Rules, 1975;

(h) The Payment of Gratuity Act, 1972 and The Payment of Gratuity (Central) Rules, 1972;

(i) The Payment of Wages Act, 1936 and the Rules made there under;

(j) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;

(k) The State Shops and Establishments Act and the State Rules made there under;

(l) The Information Technology Act, 2000

(m) E-waste (Management and Handling) Rules, 2011

(n) Bombay Shops and Establishments Act, 1948

(o) The Trade Marks Act, 1999

(p) The Patents Act, 1970

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

My report is, therefore, based on the personal visits and verification of records made available at the MBP, Mahape, Navi Mumbai location

I further report that

The Board of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions taken at the meetings of Board of Directors of the Company were carried on basis of majority. There were no dissenting views by any member of the Board of Directors during under review.

Based on the information provided by the Company, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Based on inspection of the minutes of the Board of Directors and its Committees, there were no dissenting views mentioned by the members of the Board of Directors and its Committees.

The Company was regular in filing forms within time limit prescribed under the Act. However, at some instances, forms were filed beyond prescribed time limit and Company paid additional fees for the delayed filing.

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

I further report that during the audit period the Company has passed Special Resolutions in its Extrardinary General Meeting held on January 11, 2018 for following matters:-

1. Increase in the Authorized Share Capital and consequently alteration to the Capital Clause of Memorandum of Association of the Company. THE SAID RESOLUTION WAS PASS WITH 100% MAJORITY.
2. Alteration of Articles of Association of the Company. THE SAID RESOLUTION WAS PASS WITH 100% MAJORITY.
3. Further Issue of Securities. THE SAID RESOLUTION WAS PASS WITH 99.49% MAJORITY.

I further report that during the Annual General Meeting for the 2016-2017 the Company has passed Special resolution for following matter:-

1. Re-appointment of Mr. Farid Kazani (DIN-06914620) as Managing Director of the company. The said resolution was pass with 99.99% majority

The above resolution was pass with requisite majority.

Date: May 5, 2018 **For Abhishek Bhate & Co.**
Place: THANE

CS Abhishek Bhate

CP No.10230

This Report is to be read with my letter of even date which is annexed as 'Annexure I'and forms an integral part of this report.

'Annexure I'

To,
The Members,
MAJESCO LIMITED

My report of even date is to be read along with this letter

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed, provided reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: May 5, 2018
Place: THANE

For Abhishek Bhate & Co.

CS Abhishek Bhate
CP No. 10230

ANNEXURE – III

Form AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. **Details of contracts or arrangement or transactions not at arm's length basis:**

   During financial year 2017-18, Majesco Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length basis.

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

   The details of material contract or arrangement or transaction at arm's length basis for the year ended March 31, 2018 are as follows:

Name of the Related Party	Nature of Relationship	Nature of Contract/ Arrangement/ Transaction	Duration of Contract/ Arrangement/ Transaction	Salient terms of Contract/ Arrangement/ Transaction including the value	Date of approval of the Board, if any	Amount received as advance, if any
Majesco, USA	Subsidiary Company	Guarantee Commission	For duration of one year and automatically renewed annually	As per related party transactions	May 9, 2017	Rs. 68 lakhs as at March 31, 2018 (Rs. 122 lakhs as at March 31, 2017)

Note:

1. The above reported transaction has been executed at arm's length pricing basis and is in ordinary course of business.

2. Necessary approval of the Audit Committee and the Board (omnibus and specific) has been obtained prior to entering into transaction.

For and on behalf of the Board

Farid Kazani
Managing Director
DIN: 06914620

Venkatesh N. Chakravarty
Non-Executive Chairman & Independent Director
DIN: 01102892

Place: Navi Mumbai
Date: May 14, 2018

Annexure – IV

Form No. MGT-9

Extract of Annual Return
as on the financial year ended on March 31, 2018

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

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L72300MH2013PLC244874
2.	Registration Date	June 27, 2013
3.	Name of the Company	Majesco Limited
4.	Category/ Sub-Category of the Company	Public Company Limited by Shares
5.	Address of the Registered Office and contact details	MNDC, MBP-P-136, Mahape, Navi Mumbai – 400710 Phone: 022 61501800
6.	Whether listed company	Yes
7.	Name, Address and contact details of Registrar & Transfer Agent (RTA)	Karvy Computershare Private Limited, Unit:- Majesco Limited Karvy Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Hyderabad– 500 032 Telephone: +91 40 6716 2222 Fax: +91 40 2300 1153 E-mail: einward.ris@karvy.com Website: www.karvycomputershare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main Products/Services	NIC Code of the Product/ Service	% to total turnover of the Company
1.	Computer programming, Consultancy and Related Activities	620	68.84%
2.	Real Estate Activity	681	31.16%

*Total turnover has been considered as per Section 2(91) of Companies Act, 2013.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of Subsidiary Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	**Majesco** Address: 412 Mt. Kemble Avenue, Suite 110C, Morristown, NJ 07960	Foreign Company	Subsidiary	69.75	2 (87)
2	**Majesco Software and Solutions Inc.** Address: 412 Mt. Kemble Avenue, Suite 110C, Morristown, NJ 07960	Foreign Company	Step Down Subsidiary	100.00	2 (87)
3	**Cover-All Systems Inc.** Address: 412 Mt. Kemble Avenue, Suite 110C, Morristown, NJ 07960	Foreign Company	Step Down Subsidiary	100.00	2 (87)
4	**Majesco Canada Ltd.** Address: 1 Dundas Street West, Suite 2500, Toronto, ON M5G 1Z3	Foreign Company	Step Down Subsidiary	100.00	2 (87)
5	**Majesco Sdn Bhd** Address: 2A-10-1, Block 2A, Level 10, Plaza Sentral, Jalan Stesen Sentral 5, Kl Sentral 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia	Foreign Company	Step Down Subsidiary	100.00	2 (87)

Sr. No.	Name and Address of Subsidiary Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
6	**Majesco Asia Pacific Pte Ltd.** Address: #11-06, Sim Lim Tower, 10, Jalan Besar, Singapore, 208787	Foreign Company	Step Down Subsidiary	100.00	2 (87)
7	**Majesco (Thailand) Co. Ltd.** Address: Level 41, Room 4139, United Center Bldg., 323 Silom Road, Bangrak Bangkok, 10500	Foreign Company	Step Down Subsidiary	100.00	2 (87)
8	**Majesco Software and Solutions India Private Ltd.** Address: MNDC, MBP-P-136, Mahape, Navi Mumbai – 400 710	U72900MH2014PTC288244	Step Down Subsidiary	100.00	2 (87)
9	**Majesco (UK) Ltd.** Address: SoanePoint, 6-8 Market Place Reading, RG1 2EG, UK	Foreign Company	Step Down Subsidiary	100.00	2 (87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a. Individual/ HUF	1,12,94,104	NIL	1,12,94,104	48.34	1,08,11,104	NIL	1,08,11,104	38.44	(9.90)
b. Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c. State Govt. (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d. Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e. Banks/ FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f. Any Other (Ram Family Trust I acting in capacity as trustee to Girija Ram)	NIL	NIL	NIL	NIL	5,00,000	NIL	5,00,000	1.78	1.78
Sub-total (A)(1)	**1,12,94,104**	**NIL**	**1,12,94,104**	**48.34**	**1,13,11,104**	**NIL**	**1,13,11,104**	**40.22**	**(8.12)**
(2) Foreign									
a. NRIs Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b. Other – Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c. Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d. Banks/ FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e. Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A)(2)	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**	**NIL**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**1,12,94,104**	**NIL**	**1,12,94,104**	**48.34**	**1,13,11,104**	**NIL**	**1,13,11,104**	**40.22**	**(8.12)**
B. Public Shareholding									
1. Institutions									
a. Mutual Fund/ UTI	13,24,497	1,200	13,25,697	5.67	36,31,322	1,200	36,32,522	12.92	7.25
b. Banks/ FI	32,069	NIL	32,069	0.14	36,973	NIL	36,973	0.13	(0.01)
c. Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Shares	
d. State Govt. (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e. Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f. Insurance Companies	11,08,216	NIL	11,08,216	4.74	5,18,435	NIL	5,18,435	1.84	(2.90)
g. FIIs	5,62,258	1,600	5,63,858	2.41	22,05,000	1,600	22,06,600	7.85	5.44
h. Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i. Others (Alternative Investment Fund)	NIL	NIL	NIL	NIL	28,846	NIL	28,846	0.10	0.10
Sub-Total (B)(1)	**30,27,040**	**2,800**	**30,29,840**	**12.97**	**64,20,576**	**2,800**	**64,23,376**	**22.84**	**9.87**
2. **Non-Institutions**									
a. Bodies Corp.									
i. Indian	12,68,660	2,400	12,71,060	5.44	19,84,121	2,400	19,86,521	7.06	1.62
ii. Overseas	200	NIL	200	0.00	200	NIL	200	0.00	NIL
b. Individuals									
i. Individual shareholders holding nominal share capital upto Rs.1 lakh	53,84,722	1,95,205	55,79,927	23.88	53,08,493	1,81,371	54,89,864	19.52	(4.36)
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	13,01,658	NIL	13,01,658	5.57	17,41,587	NIL	17,41,587	6.19	0.62
c. Others									
i. Non Resident Individuals	7,85,685	11,273	7,96,958	3.41	10,77,887	11,273	10,89,160	3.87	0.46
ii. Foreign National	13,760	NIL	13,760	0.06	12,160	NIL	12,160	0.04	(0.02)
iii.NBFC	9,273	NIL	9,273	0.04	5,840	NIL	5,840	0.02	(0.02)
iv.Clearing Member	54,514	NIL	54,514	0.23	57,593	NIL	57,593	0.20	(0.03)
v. Trust	11,741	NIL	11,741	0.05	4,991	NIL	4,991	0.02	(0.03)
Sub-total (B)(2)	**88,30,213**	**2,08,878**	**90,39,091**	**38.69**	**1,01,92,872**	**1,95,044**	**1,03,87,916**	**36.94**	**(1.75)**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**1,18,57,253**	**2,11,678**	**1,20,68,931**	**51.66**	**1,66,13,448**	**1,97,844**	**1,68,11,292**	**59.78**	**8.12**
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	**2,31,51,357**	**2,11,678**	**2,33,63,035**	**100.00**	**2,79,24,552**	**1,97,844**	**2,81,22,396**	**100.00**	**NIL**

(ii) Shareholding of Promoters and Promoters group

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	
1.	Mr. Ashank Desai	30,99,552	13.27	NIL	30,99,552	11.02	NIL	(2.25)
2.	Mr. Sudhakar Ram	26,34,763	11.28	11.39	20,81,763	7.40	23.06	(3.88)
3.	Mr. Ketan Mehta	25,19,100	10.78	NIL	26,19,100	9.31	NIL	(1.47)
4.	Mr. Radhakrishnan Sundar	13,90,161	5.95	NIL	13,60,161	4.84	NIL	(1.11)
5.	Ms. Rupa Mehta	4,80,800	2.06	NIL	4,80,800	1.71	NIL	(0.35)
6.	Ms. Usha Sundar	4,60,000	1.97	NIL	4,60,000	1.64	NIL	(0.33)
7.	Ms. Girija Ram	1,63,600	0.70	NIL	1,63,600	0.58	NIL	(0.12)
8.	Ms. Padma Desai	1,55,200	0.66	NIL	1,55,200	0.55	NIL	(0.11)

Sr. No.	Category of Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	
9.	Ms. Samvitha Ram	1,03,328	0.44	NIL	1,03,328	0.37	NIL	(0.07)
10.	Ms. Avanti Desai	81,600	0.35	NIL	81,600	0.29	NIL	(0.06)
11.	Mr. Chinmay Ashank Desai	71,600	0.31	NIL	71,600	0.25	NIL	(0.06)
12.	Mr. Varun Sundar	64,000	0.27	NIL	64,000	0.23	NIL	(0.04)
13.	Mr. Shankar Sundar	64,000	0.27	NIL	64,000	0.23	NIL	(0.04)
14.	Mr. Tanay Mehta	6,400	0.03	NIL	6,400	0.02	NIL	(0.01)
15.	Ram Family Trust I	NIL	NIL	NIL	5,00,000	1.78	NIL	1.78

(iii) Change in Promoters (including Promoter Group) Shareholding

Sr. No.	Name of the Promoter and Promoter group	Shareholding at the beginning of the year as on 01.04.2017		Date	Reason	Increase/ (Decrease) in Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Radhakrishnan Sundar	13,90,161	5.95					13,90,161	5.95
				07.04.2017	Sale of Shares	(23,000)			
				10.04.2017	Sale of Shares	(7,000)	0.51	13,60,161	4.84
2.	Sudhakar Ram	26,34,763	11.28					26,34,763	11.28
				17.05.2017	Sale of Shares	(12,000)			
				18.05.2017	Sale of Shares	(16,000)			
				24.05.2018	Sale of Shares	(25,000)			
				14.02.2018	Transfer of shares	(5,00,000)	3.88	20,81,763	7.40
3.	Ketan Mehta	25,19,100	10.78					25,19,100	10.78
				24.05.2017	Purchase of shares	25,000			
				07.06.2017	Purchase of shares	10,000			
				08.06.2017	Purchase of shares	7,500			
				09.06.2017	Purchase of shares	7,500			
				22.06.2017	Purchase of shares	10,000			
				23.06.2017	Purchase of shares	15,000			
				08.08.2017	Purchase of shares	25,000	1.47	26,19,100	9.31
4.	Ram Family Trust I	Nil	Nil					Nil	Nil
				14.02.2018	Acquired shares	5,00,000	1.78	5,00,000	1.78

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of the Top Ten shareholders	Shareholding at the beginning of the year April 1, 2017		Shareholding at the end of the year March 31, 2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Amansa Holdings Private Limited*	0	0.00	13,03,252	4.63
2	IDFC Focused Equity Fund*	0	0.00	11,91,729	4.24
3	Aditya Birla Sun Life Trustee Private Limited A/C*	0	0.00	9,82,976	3.50
4	Aditya Birla Sun Life Insurance Company Limited*	0	0.00	9,12,156	3.24
5	DSP Blackrock Micro Cap Fund	13,07,989	5.60	9,00,126	3.20
6	Life Insurance Corporation of India	11,08,216	4.74	5,18,435	1.84
7	Tata Regular Savings Equity Fund*	0	0.00	3,33,300	1.19
8	UBS Principal Capital Asia Limited*	0	0.00	2,79,247	0.99
9	Ashish Kacholia	3,83,340	1.64	2,75,000	0.98
10	Arun Kumar Maheshwari	2,40,000	1.03	2,40,000	0.85
11	Fidelity Puritan Trust-Fidelity Low-Priced Stock Fund	4,50,000	1.93	0	0.00
12	Vora Financial Services Private Limited	2,05,000	0.88	0	0.00

The shares of the Company are traded on a daily basis and hence the date wise increase/decrease in shareholding is not indicated. Shareholding is consolidated based on Permanent Account Number (PAN) of the shareholder.

*Shares have been allotted under Qualified Institutional Placement (QIP).

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Directors and KMP	Shareholding at the beginning of the year April 01, 2017		Shareholding at the end of the year March 31, 2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mr. Farid Kazani	79,220	0.34	1,13,951	0.41
2	Mr. Radhakrishnan Sundar	13,90,161	5.95	13,60,161	4.84
3	Mr. Kunal Karan (Chief Financial Officer)	1,400	0.01	1,400	0.00
4	Mr. Nishant S. Shirke (Company Secretary)	27	0.00	2	0.00
	Total	**14,70,808**	**6.30**	**14,75,514**	**5.25**

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year April 1, 2017				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	**NIL**	**NIL**	**NIL**	**NIL**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
+ Addition	NIL	NIL	NIL	NIL
- Reduction	NIL	NIL	NIL	NIL
Net Change	**NIL**	**NIL**	**NIL**	**NIL**
Indebtedness at the end of the financial year March 31, 2018				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	**NIL**	**NIL**	**NIL**	**NIL**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(all figures in Rs.)

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount (in Rs.)
		Mr. Farid Kazani Managing Director	Mr. Radhakrishnan Sundar Executive Director	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1,14,66,054.00	24,00,000.00	1,38,66,054.00
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	44,561.54	NIL	44,561.54
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	48,53,712.00	NIL	48,53,712.00
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission			
	- as % of profit	-	-	-
	- others	-	-	-
5.	Others	-	-	-
	Contribution to Superannuation Fund	6,51,000.00	NIL	6,51,000.00
	Contribution to Provident Fund	4,60,800.00	2,88,000.00	7,48,800.00
	Contribution to NPS	3,84,000.00	NIL	3,84,000.00
	Performance Bonus/Incentive	50,00,000.00	NIL	50,00,000.00
	Total (A)	**2,28,60,127.54**	**26,88,000.00**	**2,55,48,127.54**
	Ceiling as per the Act	As per Section II of Schedule V of the Companies Act, 2013.	As per Section II of Schedule V of the Companies Act, 2013.	As per Section II of Schedule V of the Companies Act, 2013.

B. Remuneration to other Directors

I. Independent Directors

(Amount in Rs.)

Particulars of Remuneration	Name of Directors			Total Amount
	Mr. Venkatesh N. Chakravarty	Dr. Arun Maheshwari*	Mrs. Madhu Dubhashi	
Fee for attending Board meetings	3,60,000	NIL	4,20,000	**7,80,000**
Fee for attending Audit Committee meetings	1,50,000	NIL	1,50,000	**3,00,000**
Commission	NIL	NIL	NIL	**NIL**
Others	NIL	NIL	NIL	**NIL**

*Resigned w.e.f. August 3, 2017.

II. Other Non-Executive Directors

Particulars of Remuneration Name of the Director : Mr. Ketan Mehta	Total (Amount in Rs.)
Fee for attending Board meetings	NIL
Fee for attending Audit Committee meetings	NIL
Commission	NIL
Others	NIL

III. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

(all figures in Rs.)

Sr. No.	Particulars of Remuneration	Key Managerial Personal		Total
		Mr. Kunal Karan Chief Financial Officer	Mr. Nishant S. Shirke Company Secretary	
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	32,72,316.00	11,07,642.00	43,79,958.00
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	32,400.00	NIL	32,400.00
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission			
	- as % of profit	NIL	NIL	NIL
	- others	NIL	NIL	NIL
5.	Others			
	Contribution to Superannuation Fund	1,77,973.00	NIL	1,77,973.00
	Contribution to Provident Fund	1,61,430.00	37,530.00	1,98,960.00
	Contribution to NPS	1,12,512.00	NIL	1,12,512.00
	Performance Bonus / Incentive	7,13,783.00	4,81,866.00	11,95,649.00
	Total	**44,70,414.00**	**16,27,038.00**	**60,97,452.00**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any
A. COMPANY					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	96	As per note given below	Compounding Fees of Rs. 50,000/-	NCLT, Mumbai Branch	N.A
B. DIRECTOR					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	96	As per note given below	Compounding Fees of Rs. 25,000/- each for Managing Director and Executive Director	NCLT, Mumbai Branch	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	96	As per note given below	Compounding Fees of Rs. 25,000/- for Nishant S. Shirke, Company Secretary	NCLT, Mumbai Branch	N.A.

Note: The Annual General Meeting (“AGM”) of the Company for the financial year 2014-15 was held on April 30, 2015 hence, the AGM for the financial year 2015-16 should have been held within 15 months of the date of last AGM i.e. on or before July 31, 2016 but the AGM was held on August 11, 2016, hence there was delay of 11 days in holding the AGM.

The Company filed suo moto Compounding Application with National Company Law Tribunal, Mumbai Branch on April 17, 2017 and National Company Law Tribunal, Mumbai Branch, compounded the same by passing order on August 22, 2017.

Disclosure as required under the SEBI (Share Based Employee Benefits) Regulations, 2014 as on March 31, 2018

A.		
	Particulars	**ESOP Plan I**
1	Date of Shareholders' Approval	ESOP Plan I of the Company was part of Scheme of Arrangement ("the Scheme") between Mastek Limited, Majesco Limited and Majesco Software and Solutions India Private Limited approved by Hon'ble High Court of Bombay and Hon'ble High Court of Gujarat. The Scheme was approved by Shareholders of Mastek Limited in court convened meeting held on March 5, 2015 and shareholders of the Company through consent letters.
2	Total number of options approved under the scheme	80,00,000
3	Vesting Requirements	The first vesting of the stock options shall happen only on completion of one year from the date of grant. Maximum vesting period is four years from the date of Grant.
4	Exercise Price or Pricing Formula	The exercise price as may be determined by the Nomination and Remuneration Committee and such price may be the face value of the share from time to time or may be the Market Price or any price as may be decided by the Committee.
5	Maximum Term of Options Granted	11 years from the date of Grant
6	Source of Shares	Primary
7	Variation in terms of Options	No Variation
	Particulars	**ESOP Plan I**
B.	**Option Movement During the year**	
1	Total Number of options granted	
	Till March 31, 2018	3,990,677
	Till March 31, 2017	3,643,677
2	Options Granted during the year	
	April 1, 2017-March 31, 2018	347,000
	Weighted Average Exercise Price	205.76
3	Options outstanding at the beginning of the year	
	For the year 2017-18	2,398,300
	Weighted Average Exercise Price	189.55
4	Number of options vested and exercisable	
	As on March 31, 2018	1,356,676
	Weighted Average Exercise Price	156.99
	As on March 31, 2017	1,211,234
	Weighted Average Exercise Price	138.60
5	Number of options exercised during the year	
	April 1, 2017- March 31, 2018	315,512
	Weighted Average Exercise Price	121.89
	April 1, 2016- March 31, 2017	310,634
	Weighted Average Exercise Price	112.16

	Particulars	ESOP Plan I
6	Total number of shares arising during the year as a result of exercise of options	
	April 1, 2017-March 31, 2018	315,512
	April 1, 2016- March 31, 2017	310,634
7	Number of options lapsed during the year	
	April 1, 2017-March 31, 2018	70,651
	Weighted Average Exercise Price	160.38
	April 1, 2016- March 31, 2017	100,483
	Weighted Average Exercise Price	192.21
8	Number of options cancelled during the year	
	April 1, 2017-March 31, 2018	105,686
	Weighted Average Exercise Price	389.77
	April 1, 2016-March 31, 2017	340,716
	Weighted Average Exercise Price	311.01
9	Money realized by exercise of options during the year	
	April 1, 2017-March 31, 2018	Rs. 38,458,116
	April 1, 2016- March 31, 2017	Rs. 34,841,026
10	Total Number of Options in force	
	As on March 31, 2018	2,253,451
	Weighted Average Exercise Price	193.05
	As on March 31, 2017	2,398,300
	Weighted Average Exercise Price	189.55
11	Loan repaid by the trust during the year from the exercise price received	Not Applicable
C.	**Employee-wise details of options granted to:**	
(i)	Senior managerial personnel	
	Farid Kazani	80,000
	Kunal Karan	3,000
(ii)	Employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year	
	Farid Kazani	80,000
	Manish Shah	60,000
(iii)	Identified employees who were granted option, during any one year, equal or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	NA
D.	Diluted Earnings Per Share pursuant to issue of shares on exercise of options as on March 31, 2018	5.62

	Particulars	ESOP Plan I
E.	Where the company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options by Black & Scholes Model, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed	The Company has adopted the intrinsic value method as permitted by the Guidance Note on Accounting for Employee Share Based Payment issued by the Institute of Chartered Accountants of India for measuring the cost of stock options granted. The Company's net profit and earnings per share would have been as under, had the compensation cost for employees stock options been recognized based on the fair value at the date of grant in accordance with Black Scholes model. As the cost has been booked as per Ind- AS on the basis of fair value, it is not required to give adjustment for the difference in intrinsic value and fair value cost.
F.	For stock options exercised during the period the weighted average share price on the date of exercise (Rs.)	
	April 1, 2017-March 31, 2018	413.77
	April 1, 2016- March 31, 2017	506.95
G.	For stock options outstanding at the end of the period, the range of exercise prices and weighted average remaining contractual life(Vesting period + exercise period)	As on March 31, 2018
	Range of Exercise Price (Rs.)	
	5-100	5.17
	Number of Options Outstanding	786,343
	Weighted Average exercise price	57.20
	101-200	5.39
	Number of Options Outstanding	582,174
	Weighted Average Exercise Price	121.25
	Above 200	7.34
	Number of Options Outstanding	884,934
	Weighted Average Exercise Price	360.99
H.	Weighted average exercise price of Options granted during the year whose	April 1, 2017-March 31, 2018
(a)	Exercise price equals market price	307.00
(b)	Exercise price is greater than market price	380.95
(c)	Exercise price is less than market price	5.00
	Weighted average fair value of Options granted during the year whose	April 1, 2017-March 31, 2018
(a)	Exercise price equals market price	171.06
(b)	Exercise price is greater than market price	205.44
(c)	Exercise price is less than market price	500
I.	Method and Assumptions used to estimate the fair value of options granted during the year	
	The fair value has been calculated using the Black Scholes Option Pricing model. The assumptions used in the model are as follows	April 1, 2017-March 31, 2018
		Weighted Average Assumptions
	Stock Price (Rs.)	377.74
	Time To Maturity (In Years)	5.84
	Volatility (%)	48.59%

	Particulars	ESOP Plan I
	Riskfree Rate (%)	6.98%
	Exercise Price (Rs.)	205.76
	Dividend yield (%)	0.00%
	The volatility used in the Black-Scholes option-pricing model is the annualized standard deviation of the continuously compounded rates of return on the stock over a period of time. The period considered for the working is commensurate with the expected life of the options and is based on the daily volatility of the Company's stock price on NSE.	
	There are no market conditions attached to the grant and vest.	

Plan I Grant date wise assumptions used in the model are as follows:

Variables	30-Jun-17	03-Aug-17	07-Feb-18
Market Price (Rs.)	307.00	371.80	503.45
Expected Life (In Years)	6.01	6.01	5.51
Volatility (%)	48.92%	49.47%	47.91%
Riskfree Rate (%)	6.71%	6.60%	7.51%
Exercise Price (Rs.)	307.00	380.95	5.00
Dividend yield (%)	0.00%	0.00%	0.00%
Options Fair Value (Rs.)	171.06	205.44	500.14
Options Granted	2,12,000	15,000	1,20,000

Annexure – VI

Annual Report on CSR Activities/ Initiatives for the Financial Year 2017-18

[Pursuant to Section 135 of the Companies Act, 2013 & Rules made thereunder]

1. **A brief outline of the Company's Corporate Social Responsibility Policy (CSR Policy), including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

   The CSR policy is being developed for the Company to comply with the provisions of Section 135 of the Companies Act, 2013 ("the Act") and Companies (Corporate Social Responsibility Policy) Rules, 2014. We, at Majesco, are committed to spending up to 2% of the average net profit for the preceding three financial years on CSR projects/ programs related to activities specified in Schedule VII to the Act or such activities as may be notified from time to time. A CSR committee was constituted by the Board of Directors of the Company, at its meeting held on June 1, 2015, to meet the requirements of the Act. The Committee has adopted CSR policy and same is uploaded on the Company's website at https://ir.majesco.com/policies/.

2. **Composition of the CSR Committee:**

Name of the Director	Designation	Composition
Mr. Venkatesh N. Chakravarty	Non-Executive Independent Chairman	Chairman
Mr. Farid Kazani	Managing Director	Member
Mr. Radhakrishnan Sundar	Executive Director	Member

3. Average net profit of the company for last three financial years: Rs. 292.82 Lakhs
4. Prescribed CSR expenditure (2% of the amount as in item 3 above): Rs. 5.86 Lakhs
5. Details of CSR spent during the financial year:
   a. Total amount spent : Rs. 6.82 lakhs
   b. Amount unspent, if any : NIL
   c. Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR Projects/ Activities identified	Sector in which the Project is covered	Locations	Amount Outlay (Budget) Projects or Programs wise	Amount spent on the Projects or Programs	Cumulative Expenditure up to reporting period	Amount spent: Direct or through implementing agency*
			Districts (State)	Rs. in lakhs			
1.	Providing abilities and resources to 300 underprivileged women for earning a regular livelihood.	Women Empowerment	Mumbai	3.50	3.50	3.50	3.50
2.	Supporting mid-day meal programme for government aid schools.	Health Care and Eradicating Malnutrition	Nayagarh, Odisha	1.82	1.82	1.82	1.82
3	Providing immediate relief material to flood affected communities in Assam. Motivating flood affected victims to engage in reviving and restoring damaged infrastructures, cleaning water bodies, building bridges after flood.	Disaster Relief	Assam	1.50	1.50	1.50	1.50
Total Funds				**6.82**	**6.82**	**6.82**	**6.82**

*Amounts are given through Mastek Foundation, who got the project implemented through the following agencies:

1. Srujna Charitable Trust
2. The Akshaya Patra Foundation
3. GOONJ, Delhi

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report: **Not Applicable**

7. The CSR Committee hereby confirm that that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the company.

For and on behalf of the Board

Farid Kazani	**Venkatesh N. Chakravarty**
Managing Director	Chairman of the CSR Committee
DIN: 06914620	DIN: 01102892

Place: Navi Mumbai
Date: May 14, 2018

CORPORATE SOCIAL RESPONSIBILTITY INITIATIVES

Mastek Foundation is the CSR wing of the Company. Founded in 2002, the mission of Mastek Foundation evolves as Informed Giving, Responsible Receiving. Inspiring our employees to contribute back to the community by sensitizing them to the issues and needs of the community and engaging them with the community through volunteering and giving opportunities. The Foundation also supports NGOs to scale and build their capabilities through our core skill of Information Technology. Hence, the Foundation has three clearly defined pillars: ENGAGE, GIVE AND BUILD.

ENGAGE

1. **Environment Day:**

   On Environment Day, Mastek Foundation, in partnership with Srujna Charitable Trust, put up stalls of eco-friendly products like jute bags, cloth bags and paper bags specially handcrafted by women self-help groups. Srujna Charitable Trust specially empowers underprivileged women by providing them with the requisite skill training to become potential entrepreneurs. The NGO sold goods worth Rs. 5,000/-.

2. **Tree plantation drive:**

   Mastek Foundation organized a tree plantation drive in collaboration with HARIYALI, an organization that works for environmental sustainability. Thirty-six saplings of neem, mango, peepal and other indigenous plant varieties were planted in Tetavali village in Rabale, in an attempt to increase the much needed green cover.

3. **Blood donation camps:**

   Mastek Foundation conducted two blood donation camps in partnership with Think Foundation – a non-profit organization working for the welfare for children with Thalassemia. Employees from Mahape and Pune offices donated blood to save the lives of 1,191 children fighting Thalassemia.

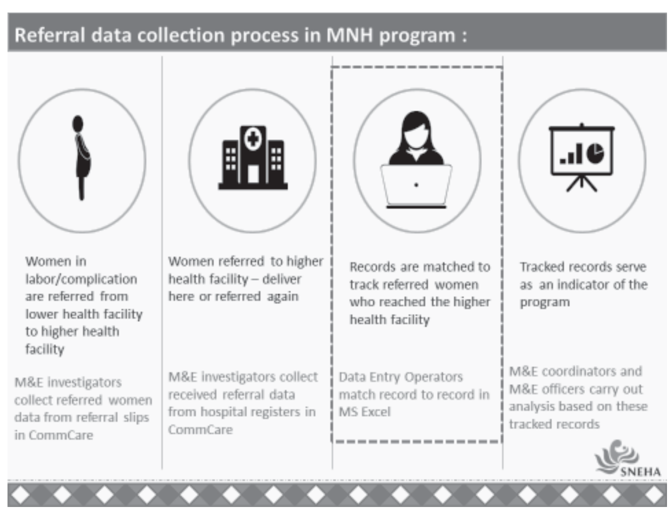
4. **Providing marketplace for NGOs:**

   In an attempt to empower the communities we work with Mastek Foundation provided opportunities for NGOs to set up stalls at our office premises. These stalls not only help in sensitizing employees and raising awareness about various social initiatives but also helps in capacity building. Eight organizations set up stalls on various occasions like Diwali, Raksha Bandhan, Women's day and Christmas. Organizations raised over Rs. 28,000/- in support of children with special need, empowerment of trafficked women and encouraging aspiring women entrepreneurs from underprivileged backgrounds.

BUILD

SNEHA (Society for Nutrition, Education, Health and Action) is a secular; Mumbai based non-profit organization that supports the cause of women's health in disadvantaged urban communities. SNEHA targets 4 large public health areas viz., Maternal and New Born Health, Child Health and Nutrition, Sexual and Reproductive Health and Prevention of Violence against Women and Children.

SNEHA uses technology to get relevant and timely information to improve its decision-making and efficiency. Sneha collects and tracks data for pregnant women for tracking the referrals and outcomes through its Maternal Health and Tracking Program. Mastek Foundation provides consultancy to SNEHA on several technology initiatives and projects.



WonderWork.Org

WonderWork provides free surgeries for poor in developing countries. We developed an EMR (Electronic Medical Records) system to help them maintain the patient demographic information along with eye surgery related medical history. It also has a feature of detecting fraud by performing face recognition / verification for duplicates. The reports are generated under different categories like, Fraud, Geographic (using Google map API), Management, Quality and Outcome.

Project Deep Blue

In 2015, the leadership team of Mastek Foundation, discussed the possibilities of how they can make young students, the future leaders of tomorrow, participate in current innovations along with instilling the idea of change-making and deep thinking.

Keeping in mind these values and ideas, Project Deep Blue was conceptualized as an opportunity for young technology students to create an impact on society, solve real-life problems & better the life of our fellow citizens. Sixty-five teams across 13 different colleges in Mumbai and Navi Mumbai battled it out in 2017-2018. Various workshops like Design Thinking, webinars on latest technologies like Image Processing, Social Data Analytics and a session on Demonstration and presentation skills by Sri Ram Kumar were conducted to support their effort. The semi Finals and finals were held on February 17, 2018 at K. J. Somaiya Institute of Information Technology Sion and saw 57/65 teams proudly present working solutions in the semifinals. The team from Mukhesh Patel Institute of technology bagged the first spot.

GIVE

Partnering with Non-profit organizations

During the year, following NGO partners took part in CSR initiatives at Majesco to suport following causes:

1. **Disaster Relief**

   NGO: GOONJ
   Project: Providing immediate relief material to flood affected communities in Assam. Motivating flood affected victims to engage in reviving and restoring damaged infrastructures, cleaning water bodies, building bridges after flood.

2. **Promoting Healthcare, Education and eradication of malnutrition**

   NGO: The Akshaya Patra Foundation
   Project: Supporting mid-day meal programme for government aid schools.

3. **Women employment**

   NGO: Srujna Charitable Trust
   Project: To provide abilities and resources to 300 underprivileged women for earning a regular livelihood.

CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance

Majesco Limited (hereinafter referred to as "Majesco" or "the Company") strongly believes that establishing good corporate governance practices in each and every function of the organization leads to achieve sustainable growth and enhances long term value for all the stakeholders. The Company always endeavors to carry its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. The Company considers it imperative to abide by the laws and regulations of the land in letter and spirit and is committed to the highest standards of corporate behaviors.

Majesco's Governance structure broadly comprises of the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable, profitable growth.

A. Board of Directors ("The Board")

(a) Composition of the Board

The Board comprises of majority of Non-Executive Directors. Your Company has a diversified Board with professionals from varied background in the field of Information Technology, Insurance, Finance, Marketing and Strategic Management.

At year ended March 31, 2018, the Board composition consisted of five Directors comprising two Executive Directors, one Non-Executive & Non-Independent Director and two Non-Executive Independent Directors, including one Woman Director. Composition of the Board is in compliance with Regulation 17(1) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations") and the Companies Act, 2013.

The details of each member of the Board along with number of Directorship(s)/ Committee Membership(s) held by Directors in companies other than Majesco Limited along with all other requisite information are given below:

Name of the Director & DIN	Designation	Date of Appointment	Directorship in other Indian Companies	Position held in Committees of the Board of other Indian Public Companies		Share holding as on 31.03.2018
				As Chairman	As Member	
Mr. Venkatesh N. Chakravarty (DIN:01102892)	Non-Executive Independent Chairman	15.09.2014	2	NIL	NIL	20,000
Dr. Arun Maheshwari* (DIN:01682147)	Non-Executive Independent Director	29.04.2015	1	NIL	NIL	2,40,000
Mr. Farid Kazani (DIN:06914620)	Managing Director	15.09.2014	3	NIL	NIL	1,13,951
Mr. Ketan Mehta (DIN:00129188)	Non-Executive Director (Promoter)	29.04.2015	1	NIL	NIL	26,19,100
Mrs. Madhu Dubhashi (DIN:00036846)	Non-Executive Independent Director	29.04.2015	7	2	2	NIL
Mr. Radhakrishnan Sundar (DIN:00533952)	Executive Director	01.06.2015	1	NIL	NIL	13,60,161

*resigned as a Non-Executive, Independent Director with effect from August 3, 2017.

Notes:

1) None of the Directors are related to each other.

2) Number of Directorships held in other companies includes all companies, whether listed or unlisted and excludes foreign companies, other bodies corporate and professional bodies. Number of directorship of the Directors are within the permissible limits.

3) The necessary disclosures regarding change in Committee positions, if any, have been made by all the Directors, during the year under review. None of the Director is a member of more than ten Committees or Chairman/ Chairperson of more than five Committees across all Indian Public limited companies. The Committee includes only Audit Committee and Stakeholders' Relationship Committee.

(b) Familiarization Programme for Independent Directors

As required under the SEBI Listing Regulations, a familiarization programme for the Independent Directors was conducted by the Company. The details of the said familiarization programme have been uploaded on the Company's website of which a link is provided herein https://ir.majesco.com/investor-communications/.

At the time of appointment, a formal letter of appointment is issued to every Director, including an Independent Director. The appointment letter, inter alia, explains his/ her role, functions, duties and responsibilities as a Director of the Company under various provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

(c) Meeting of Independent Directors

The Independent Directors of the Company met once in year, without the attendance of the Executive and Non-Executive Directors and members of the Management of the Company. In the said meeting, the Independent Directors reviewed the matters as stated in Regulation 25(4) of SEBI Listing Regulations and as per the Companies Act, 2013. Action items, if any, are communicated and tracked to closure to the satisfaction of Independent Directors.

(d) Attendance of the Directors at the Board Meeting and AGM

During the year ended March 31, 2018, seven Board meetings were held on May 9, 2017, July 3, 2017, August 3, 2017, October 16, 2017, November 7, 2017, December 14, 2017 and February 7, 2018.

The attendance of the Directors at the Board meetings held during the financial year 2017-18 and last Annual General Meeting ("AGM") held on August 4, 2017, is given below.

Name of the Director	Number of Board Meetings		AGM
	Held	Attended	
Mr. Venkatesh N. Chakravarty	7	6	Y
Dr. Arun Maheshwari*	2	0	N.A.
Mr. Farid Kazani	7	7	Y
Mr. Ketan Mehta	7	5	Y
Mrs. Madhu Dubhashi	7	7	Y
Mr. Radhakrishnan Sundar	7	7	Y

*Resigned as an Independent Director with effect from August 3, 2017.

BOARD PROCEDURES

The Board meets at least once in each quarter, with not more than four months gap between two meetings. The Board meets inter alia to review the performance and the financial results of the Company. The calendar of Board meetings is decided in consultation with Board members and the schedule of such meeting is communicated to all the Directors well in advance. All the items on the Agenda are accompanied by notes giving information on the related agenda item and in case of certain matters such as financial/ business plans, financial results etc. detailed presentations are made by the concerned Management representatives at the meetings. The Board members are also free to recommend the inclusion of any matter for discussion with the permission of the Chairman.

Information as mentioned in Regulation 17(7) read with Part A of Schedule II to the SEBI Listing Regulations is regularly placed before the Board for its consideration.

To enable the Board to discharge its responsibilities properly, the directors are effectively briefed at every Board meeting. Senior Management members are also invited to attend the meetings to provide additional inputs on the items being discussed by the Board.

All major matters involving policy formulation, strategy and business plans etc. are considered by the Board.

The minutes of the Board meetings are circulated to all Directors. The minutes of meetings of the Audit Committee and other Committees of the Board are noted on regular basis by the Board at its meetings.

B. Committees of the Board

The Board has constituted following committees and each committee has their terms of reference. Currently the Board has at end of the year following Statutory committees;

(i) Audit Committee
(ii) Nomination and Remuneration Committee
(iii) Investors' Grievances and Stakeholders' Relationship Committee
(iv) Corporate Social Responsibility Committee

(i) Audit Committee

The terms of reference of Audit Committee is as follows:

(a) Oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

(b) Recommend the appointment and removal of the Statutory Auditors, fix Audit fees/ Remuneration and other terms of appointment and also grant approval for payments for services other than those specifically prohibited under the Companies Act, 2013.

(c) Review and monitor Auditors' independence and performance and effectiveness of the Audit process.

(d) Review/Examination of the financial statements with the management before submission to the Board along with Report of Auditor's thereon, focusing primarily on:

- Any changes in accounting policies and practices.
- Major accounting entries based on the exercise of judgment by management.
- Qualifications in the draft audit report.
- Significant adjustments arising out of audit.
- The going concern assumption.
- Compliance with accounting standards.
- Compliance with stock exchange and legal requirements concerning financial statements.
- Any related party transactions, i.e., Approval or any subsequent modification of related party transactions of the Company.

(e) Review with the management, external and internal auditors the adequacy of internal control systems.

(f) Discuss with internal auditors any significant findings and follow-up action.

(g) Review with the management the quarterly financial statements before submission to the Board for approval.

(h) Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud, irregularity, or failure of internal control systems of a material nature and report the matter to the Board.

(i) Discuss with external auditors before the audit commences about the nature and scope of audit and have post-audit discussion to ascertain any area of concern.

(j) Review the Company's Internal financial Control and Risk Management Systems/Policies.

(k) Look into the reasons for substantial defaults in payment to depositors, debenture holders, shareholders (in the case of non-payment of declared dividends) and creditors.

(l) Review the functioning of the Whistle-Blower Mechanism.

The minutes of the Audit Committee are circulated to the Board of Directors. The Chairperson of the Audit Committee apprises the Board on the recommendations made by the committee. Further, at the beginning of the financial year, the Committee prepares fresh plans for the internal audit. It discusses the areas covered by the internal audit and recommends the scope of audit for the current year. The Committee reviews the performance of the internal and external auditors and advises the Board on the re-appointment of internal and statutory auditors.

During the year ended March 31, 2018, the Committee met five times on May 9, 2017, July 3, 2017, August 3, 2017, November 7, 2017, and February 7, 2018.

Details of composition of the Audit Committee and attendance during the FY 2017-18 are as under:

Name of Member	Category	No. of meetings	
		Held	Attended
Mrs. Madhu Dubhashi (Chairperson)	Independent Director	5	5
Mr. Radhakrishnan Sundar	Executive Director	5	5
Mr. Venkatesh N. Chakravarty	Independent Director	5	5
Dr. Arun Maheshwari*	Independent Director	2	0

*Resigned with effect from August 3, 2017.

(ii) Nomination and Remuneration Committee

The terms and reference of Nomination and Remuneration Committee is as follows:

a) To identify the persons who are qualified to become Director, or who may be appointed in senior management of the Company.

b) To lay down criteria's for the Company's nomination process for the above positions and oversee the implementation thereof.

c) To review all documents pertaining to candidates and conduct evaluation of candidates in accordance with a process and if deemed fit and appropriate, do the recommendation for the nomination to the Board or for the senior management of the Company and their removal, if any.

d) To decide and formulate detailed terms and conditions of the Employees Stock Option Plan, governed by the guidelines issued by SEBI (Share Based Employee Benefit) Regulation, 2014 and as amended from time to time.

e) To finalize the stock options to be granted to the employees of the Company under the scheme & finalization of incentive plan for the employees of the Company.

f) To recommend the compensation structure of the Directors to the Board.

g) Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

h) To recommend the amount of incentives to be paid to MD and Executive Director.

i) To fix the sitting fees for Directors and Non-Executive Directors for attending Board as well as Committee meetings.

j) ensure that

(i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The Nomination and Remuneration Committee met four times during the financial year 2017-18, on May 8, 2017, June 30, 2017, August 3, 2017 and February 7, 2018.

Details of composition and attendance of the Nomination and Remuneration Committee are as under:

Name of Member	Category	No. of meetings	
		Held	Attended
Mrs. Madhu Dubhashi (Chairperson)*	Independent Director	2	2
Dr. Arun Maheshwari**	Independent Director	2	0
Mr. Ketan Mehta	Non-Executive Director	4	4
Mr. Venkatesh N. Chakravarty	Independent Director	4	4

*Appointed with effect from August 3, 2017.

**Resigned with effect from August 3, 2017.

The Board has conducted an evaluation of its performance and details of the same is given in the Director's Report.

Criteria of Selection of Non-Executive Directors

i. Non-Executive Independent Directors are expected to bring in objectivity and independency during Board deliberations around the Company's Strategic approach, performance and risk management. They must also ensure very high standards of financial probity and corporate governance.

ii. The Independent Directors are also expected to commit and allocate sufficient time to meet the expectations of their role as Non-Executive Independent Directors, to the satisfaction of the Board.

iii. Conflict of Interest: The Independent Directors shall not involve themselves in situations which directly or indirectly may conflict with the interests of the Company. It is accepted and acknowledged that they may have business interests, other than those of the Company. As a pre-condition to their appointment as Independent Directors, they shall be required to declare any such conflicts to the Board, in writing in the prescribed format, at the time of their appointment.

iv. Each Independent Director will be issued with clear guidelines on their roles, duties and responsibilities as Independent Directors. The key elements in which every Independent Director will be expected to contribute are: Strategy, Performance, Risk, People, Reporting and Compliance.

Details of Remuneration paid to Executive Directors during the financial year ended March 31, 2018

The details are provided in the extract of the Annual Return, Annexure IV to the Directors' Report in Form MGT-9 as required under the provisions of Section 92 of the Companies Act, 2013.

Stock Options granted to Executive Directors for the financial year 2017-18

Name of the Director	No. of Options	Grant Price	Grant Date
Mr. Farid Kazani	20,000	Rs. 307.00	June 30, 2017
	60,000	Rs. 5.00	February 7, 2018

[No stock options have been granted to Mr. Radhakrishnan Sundar, Executive Director of the Company during the financial year 2017-18.]

Service Contract, Notice Period and Severance Pay

The Company has contract with Mr. Farid Kazani, Managing Director for a period of three years with effect from July 4, 2017 to July 3, 2020, and his notice period for resignation is three months.

Mr. Radhakrishnan Sundar has been appointed as Executive Director of the Company for the period of three years with effect from June 1, 2015 to May 31, 2018, and his notice period for resignation is three months.

The Board of Directors at their meeting held on May 14, 2018, re-appointed Mr. Radhakrishnan Sundar for the period of three years from June 1, 2018 to May 31, 2021, subject to shareholders approval in ensuing Annual General Meeting.

Remuneration Policy for the KMPs

In determining the remuneration of KMPs, the Nomination and Remuneration Committee shall ensure / consider the following:

- While fixing the remuneration for KMPs, the Company shall consider industry benchmarks and the competence of the persons and ensure that the level and composition of the remuneration is reasonable and sufficient to attract, retain and motivate them.
- The compensation structure of KMPs will be benchmarked with industry salary trends and will have components of fixed/base salary as well as variable pay. The variable pay will be linked to business performance parameters, as separately outlined in a Variable Pay Plan document.

Remuneration policy for Directors

While fixing the remuneration for Directors, the Company shall consider industry benchmarks and the competence of the persons and ensure that the level and composition of the remuneration is reasonable and sufficient to attract, retain and motivate them.

- The sitting fees for the Independent Directors is fixed at Rs. 60,000/- (Rupees Sixty Thousand only) per meeting of the Board and Rs. 30,000/- (Rupees Thirty Thousand only) per meeting, if the Director is also a member of the Audit Committee and attends them.
- The Board of Directors decides and approves the remuneration of Non-Executive Directors.

Criteria for making payment to Independent Directors

Members of the Company in 3rd Annual General Meeting held on August 11, 2016 has approved the payment of remuneration by way of commission to Independent Directors, sum not exceeding 1% per annum of net profit of the Company for all Independent Directors in aggregate for one financial year.

During the year, there was no pecuniary relationship or transactions between the Company and any of its Non-Executive Director/ Independent Directors apart from sitting fees for attending Board meetings and Audit Committee meetings.

Details of Remuneration and Stock Options made to Indepenent Directors during the year ended March 31, 2018 are stated below:

Name of the Independent Director	Sitting Fees (in Rs.)	Com-mission (in Rs.)	Original Options granted *		
			No. of Options	Grant Price	Grant Date
Mr. Venkatesh N. Chakravarty	5,10,000	NIL	6,275	80.01	July 25, 2011
Dr. Arun Maheshwari	NIL	NIL	NIL	NIL	NIL
Mrs. Madhu Dubhashi	5,70,000	NIL	NIL	NIL	NIL

* Pursuant to the Scheme of Arrangement between Mastek Limited, Majesco Limited and Majesco Software and Solutions India Private Limited, which has been approved by the Hon'ble High Court of Gujarat and the Hon'ble Bombay High Court vide their respective orders dated April 30, 2015 and as per clause 16.2 of the Scheme,

Majesco Limited has issued one stock option to eligible employee/ Directors for every stock option held by them in Mastek Limited as on record date i.e. June15,2015.

(iii) Investors' Grievances and Stakeholders' Relationship Committee

The terms of reference is as follows:

a) Consider and resolve the grievances of Equity Shareholders of the Company.

b) Approve allotment of shares on exercise of options by Employees under various ESOP Schemes, subject to completion of all necessary formalities.

The Committee meets periodically to review grievances of Investors/ Shareholders and to consider requests for share transfer/ transmission, allotment of shares etc.

During the year ended March 31, 2018, the Committee met nine times on May 9, 2017, June 29, 2017, August 3, 2017, September 15, 2017, October 6, 2017, November 7, 2017, January 11, 2018, February 7, 2018 and March 21, 2018.

The composition of committee and details of attendance are as follows:

Name of Member	Category	No. of meetings	
		Held	Attended
Mr. Venkatesh N. Chakravarty (Chairman)	Independent Director	9	5
Mr. Farid Kazani	Managing Director	9	9
Mr. Radhakrishnan Sundar	Executive Director	9	9

Mr. Nishant S. Shirke, Company Secretary acted as the Secretary to the Committee.

Your Company has a designated e-mail ID, investors.grievances@majesco.com for the redressal of any stakeholder's related grievances exclusively for the purpose of registering complaint by members/stakeholders. Your Company has also displayed the said email ID under investors section at its website https:// ir.majesco.com/others/ and other relevant details prominently for creating investors/stakeholders awareness.

Details of Complaints/request etc. received and resolved during the financial year 2017-2018 are as below:

Nature of Complaint / Correspondence/Request	Opening Balance as on April 01, 2017	Received	Resolved	Outstanding as on March 31, 2018
Non-receipt of Dividend	NIL	6	6	NIL
Non-receipt of Annual Report	NIL	27	27	NIL
Non-receipt of Share Certificates	NIL	1	1	NIL

(iv) Corporate Social Responsibility Committee (CSR Committee)

The Board has constituted the CSR Committee as per the requirement of the Companies Act, 2013 along with applicable rules.

Terms of Reference of CSR Committee is summarized below:

a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.

b) Recommend the amount of expenditure to be incurred on the activities.

c) Monitor the Corporate Social Responsibility Policy of the Company from time to time.

Details of Composition of CSR Committee:

Name of the Member	Category	Position
Mr. Venkatesh N. Chakravarty	Non-Executive Director, Independent	Chairman
Mr. Farid Kazani	Managing Director	Member
Mr. Radhakrishnan Sundar	Executive Director	Member

During the year ended March 31, 2018, the Committee met once on February 7, 2018 and all members attended the meeting.

C. GOVERNANCE TO SHAREHOLDERS

Particulars of Annual General Meetings ("AGM") held during the last three years:

Financial Year	Details of date, day time and venue where the AGM was held	Summary of Special Resolution(s) passed
2016-17	Date: August 4, 2017 Day: Friday, Time: 11.00 AM Venue: Fortune Select Exotica, Banquet Hall: Apollo and Zeus, Plot no. 16, Sector 19D, Palm Beach Road, Vashi, Navi Mumbai- 400705	i. Reappointment of Mr. Farid Kazani (DIN: 06914620) as Managing Director of the Company.
2015-16	Date: August 11, 2016 Day: Thursday, Time: 11.00 AM Venue: Fortune Select Exotica, Banquet Hall: Apollo and Zeus, Plot no. 16, Sector 19D, Palm Beach Road, Vashi, Navi Mumbai- 400705.	i. Payment of Commission to Non-Executive Directors. ii. Amendment of ESOP Plan I of Majesco Limited.
2014-15	Date: April 30, 2015 Day: Thursday Time: 11.00 AM Venue: MNDC, MBP-P-136, Mahape, Navi Mumbai 400710	i. Mortgage/Sale/ Lease of immovable properties. ii. Increase in borrowing limit. iii. Alteration in Articles of Association of the Company. iv. Invest funds of the company

Extra-Ordinary General Meetings (EGM) of the earlier three years

Financial Year	Details of date, day time and venue where the EGM was held	Summary of Special Resolution(s) passed
2017-18	Date: January 11, 2018 Day: Thursday, Time: 10.15 A.M Venue: Four Points by Sheraton, Banquet Hall: Unison 1, Plot No. 39/1, 6 to 15 Sector 30 A, Vashi, Navi Mumbai - 400 701	i. Increase in the Authorized Share Capital and consequently alteration to the Capital Clause of Memorandum of Association of the Company. ii. Alteration of Articles of Association of the Company. iii. Further Issue of Securities.
2016-17	NA	NA
2015-16	Date: May 25, 2015 Day: Monday, Time: 11.00 A.M Venue: MNDC, MBP-P-136, Mahape, Navi Mumbai	i. Alteration in Articles of Association of the Company.

Details of Postal Ballot

No resolution was passed through postal ballot during the financial year 2017-18.

Policy for determining Material Subsidiaries

The Company has a policy on Material Subsidiary and same is placed on the website of the Company at https://ir.majesco.com/policies/.

D. GOVERNANCE BY THE MANAGEMENT

Management Discussion and Analysis

As required by SEBI Listing Regulations, the Management Discussion and Analysis is provided separately in the Annual Report.

Managing Director (MD) & Chief Financial Officer (CFO) Compliance Certificate

MD and CFO have issued Compliance Certificate pursuant to the Regulation 17(8) of SEBI Listing Regulations certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs.

The said certificate is annexed and forms part of the Annual Report.

Communication with the Member/ Shareholders

a) The Board of Directors of the Company approves the quarterly, half yearly and annual financial results in the format prescribed under Regulation 33 of the SEBI Listing Regulations.

b) The approved financial results are submitted to the Stock Exchanges within the prescribed time. The financial results are published in Free Press Journal and Navshakti.

c) The financial results are also displayed on the Company's website, 'www.majesco.com'.

d) The Company's website has a separate section where the shareholders' information is available. The Annual Reports of the Company are also available on the website in a user-friendly and downloadable form.

E. GENERAL SHAREHOLDERS INFORMATION

Fifth Annual General Meeting

Fifth Annual General Meeting (AGM) of the Company for the financial year 2017-18 is scheduled to be held on Friday, August 3, 2018 at 11.00 A.M. at Hotel "Country Inn and Suites By Radisson", Plot No. X- 4/5 - B, TTC Industrial Area, MIDC, Mahape, Shilphata Road, Navi Mumbai -400701.

Financial Year

Financial Calendar from April 1, 2018 to March 31, 2019

For the Financial year 2018-19	Tentative Date of Announcement of unaudited/ audited financial results (Subject to change)
First quarter ending June 30, 2018	August 2, 2018
Second quarter and six months ending September 30, 2018	November 5, 2018
Third quarter and nine months ending December 31, 2018	February 6, 2019
Fourth quarter and financial year ending March 31, 2019	May 13, 2019

Book Closure Date

The dates of book closures shall be from Saturday, July 28, 2018 to Friday, August 3, 2018 (both days inclusive).

Dividend payment date

The Board has declared special dividend of 20% i.e. Rs. 1/- per equity share on August 3, 2017 and paid the same on August 23, 2017.

Listing on Stock Exchanges

The Company's equity shares are listed on the National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 and BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Streel, Mumbai - 400001.

The Company has paid listing fees to the Stock Exchanges for the financial year 2018-19.

Stock Code/ Symbol: BSE – 539289, NSE – MAJESCO

Demat ISIN : INE898S01029

Distribution of Shareholding as on March 31, 2018

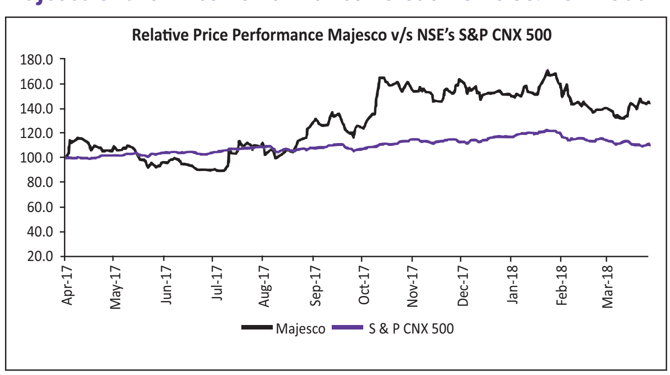
Range no. of shares	Shareholders Number	%	Value Rs.	%
1- 500	22,676	90.06	20,40,165	7.25
501-1000	1,296	5.15	9,95,537	3.54
1001-5000	928	3.69	19,94,334	7.09
5001-10000	127	0.50	8,90,295	3.17
10001 and above	153	0.61	2,22,02,065	78.95
Total	**25,180**	**100.00**	**2,81,22,396**	**100.00**

Market price data

The monthly high and low price of equity shares of the Company during the financial year ended March 31, 2018 on NSE and BSE are given below:

Month and year	BSE Limited			National Stock Exchange of India Limited		
	High (Rs.)	Low (Rs.)	Volume	High (Rs.)	Low (Rs.)	Volume
April 2017	410.15	331.05	7,11,681	410.00	333.50	37,99,540
May 2017	387.85	311.30	4,19,961	388.90	312.00	20,41,731
June 2017	344.90	305.00	1,71,690	342.85	305.15	10,33,576
July 2017	398.90	300.00	12,61,096	399.00	303.30	85,09,593
August 2017	428.90	328.00	7,44,423	429.80	328.05	41,03,207
September 2017	475.00	395.00	7,42,314	473.50	395.00	36,39,819
October 2017	591.00	416.35	11,57,895	589.60	415.25	71,08,199
November 2017	564.00	472.70	5,39,511	564.00	470.05	33,48,783
December 2017	575.00	490.90	3,15,834	574.50	489.95	22,03,613
January 2018	603.95	503.80	6,60,103	603.90	505.00	49,93,025
February 2018	557.00	460.00	4,50,920	557.05	462.05	34,64,902
March 2018	520.00	441.00	3,41,852	521.00	440.65	23,00,173

Majesco Share Price Performance Versus NSE's S&P CNX 500



Registrar and Share Transfer Agent

The Registrar and Share Transfer Agent of the Company is Karvy Computershare Private Limited having address at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, India.

Share Transfers systems

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

The Company has obtained the half yearly certificate from a Company Secretary in practice for due compliance of shares transfer formalities as per the requirement of Regulation 40 (9) of SEBI Listing Regulations.

Categories of Shareholders as on March 31, 2018

Sr. No.	Category	No. of Shares	% Holding
1	Promoters	1,13,11,104	40.22
2	Mutual Funds / UTI	36,32,522	12.92
3	Financial Institutions / Banks	36,973	0.13
4	Insurance Companies	5,18,435	1.84
5	FIIs	22,06,600	7.85
6	Bodies Corporate	19,86,721	7.06
7	NRI & Foreign Nationals	11,01,320	3.92
8	NBFC	5,840	0.02
9	Indian Public	72,31,451	25.71
10	Others	91,430	0.33
	Grand Total	**2,81,22,396**	**100.00**

Dematerialisation of shares

Date	Status of shares- Physical versus Electronic Mode				
	Physical	%	Electronic	%	Total
March 31, 2018	197,844	0.70	27,924,552	99.30	2,81,22,396
March 31, 2017	211,678	0.91	23,151,357	99.09	23,363,035

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments:

Not Applicable

Foreign exchange risk & hedging activity:

The company is exposed to foreign exchange risk on account of nature of its transactions. The company, in accordance with its risk management policies and procedures, enters into hedging transactions with the banks. Please refer notes to the financial statements in this regard.

Off-shore development centers:

The Company has Off-Shore Software Development Centers at Millennium Business Park, Mahape and Pune.

Information for shareholders on the internet:

The Company actively communicates its strategy and the developments of its business to the financial markets. The Senior Executives of the Company along with M/s. Christensen Investor Relations (I) Private Limited - our Investor advisor regularly meet the analysts. The Press release, Analysts' conference calls as well as the presentations at analysts meetings are organized by M/s. Christensen Investor Relations (I) Private Limited - our Investor advisor. Decisions in such meetings are always limited to information that is already in the public domain. Please access the homepage at www.majesco.com and register yourself for regular updates.

Address for correspondence by shareholders/ investors:

Company	Registrar & Share Transfer Agent
Mrs. Varika Rastogi Company Secretary MNDC, MBP-P-136, Mahape, Navi Mumbai- 400710 Ph. No. : (022) 61501800 Fax No. : (022) 27781320 CIN: L72300MH2013PLC244874 E-Mail ID: investors.grievances@majesco.com Website: www.majesco.com	Karvy Computershare Private Limited (Unit: Majesco Limited) Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500032 Ph. No. : (040) 67162222 Fax No. : (040) 23001153 CIN: U72400TG2003PTC041636 E-Mail ID: einward.ris@karvy.com Website: www.karvycomputershare.com

E. DISCLOSURES

(i) Disclosures of Related Party Transactions

The Company has formulated a policy on materiality of related party transactions and also on dealing related party transactions. This policy is available on the website https://ir.majesco.com/policies/. During the year 2017-18, no material significant related party transactions have been entered into by the Company with the Promoters, Directors or Management or their relatives. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Details of related party transactions are disclosed in the notes to the financial statements.

All related party transactions were done with prior approval of Audit Committee.

(ii) Details of non-Compliance by the Company, penalties Strictures imposed on the listed entity by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during last three years:

No penalties, Strictures imposed on the listed entity by the Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during last three years.

(iii) Accounting treatment in preparation of Financial Statements.

Indian Accounting Standards (IND-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Amendment Rules, 2016, have been followed in preparation of the financial statements of the Company in all material aspect.

(iv) Vigil Mechanism / Whistle Blower Policy

The Company has in place the necessary Vigil Mechanism as envisaged under Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI Listing Regulations. During the year under review no personnel has been denied access to the Audit Committee.

(v) Code of Conduct

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Company believes in “Zero Tolerance” to bribery and corruption in any form and the Board has laid down the “Anti-Bribery & Corruption Directive” which forms an Appendix to the Code.

The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management staff were required to complete an e-learning module in this regard.

(vi) Details of compliance with mandatory requirements and adoption of the non-mandatory requirement of SEBI Listing Regulations:

The Company has disclosed and complied with all mandatory requirements under SEBI Listing Regulations. The details of these compliances have been given in the relevant sections of this report.

Among the non-mandatory requirements of SEBI Listing Regulations, the Company has complied with the following:

Separate posts of Chairperson and CEO- The Chairman and Managing Director are two separate persons.

Reporting of Internal Auditor- The internal Auditor reports directly to the Audit Committee.

Unmodified Opinion in audit report- The Company has financial statements with unmodified audit opinion

(vii) Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company’s shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary is responsible for implement action of the Code.

(viii) Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company’s business processes are on SAP platforms and has a strong monitoring and reporting process resulting in financial discipline and account ability.

Reconciliation of Share Capital Audit

The ‘Reconciliation of Share Capital Audit’ was undertaken on a quarterly basis and the audit covers the reconciliation of the total admitted capital with NSDL and CDSL and the total issued and listed capital.

The audit has also confirmed that the aggregate of the total issued/ paid-up capital is in agreement with the total number of shares in physical form, shares allotted & advised for demat credit but pending execution and the total number of dematerialized shares held with NSDL and CDSL.

Compliance Certificate

The Certificate obtained from M/s Abhishek Bhate & Co. Company Secretary in Practice (Membership Number: 27747; CP Number: 10230) is provided in the Annual Report for compliance with SEBI Listing Regulations.

REPORT OF THE COMMITTEES OF THE BOARD

1. AUDIT COMMITTEE

The Audit Committee of the Board consists of the following directors:

Mrs. Madhu Dubhashi – Chairperson

Mr. Radhakrishnan Sundar

Mr. Venkatesh Chakravarty

The Committee has, inter alia, the mandate to oversee the Company's financial reporting process and the disclosure of financial information in order to ensure that the financial statements are correct, sufficient and credible. The committee reviewed the independence of both the internal and the statutory auditors and expressed its satisfaction with the same. The Committee discussed the quality of the accounting principles as applied and significant judgments affecting the financial statements, with the management as well as the internal and the statutory auditors of the Company. The committee also discussed with the statutory auditors, without the presence of the management, the Company's financial disclosures and the quality of the Company's accounting principles as applied, underlying judgments affecting the financial statements, and other significant decisions made by the management in preparing the financial disclosures. The committee, relying on the review and discussions conducted with the management and the independent auditors, believes that the Company's financial statements are fairly presented in conformity with the applicable Indian Accounting Standards (Ind-AS) in all material aspects. The committee had discussed with the internal and statutory auditors the internal controls to ensure that the accounts of the Company are properly maintained and that accounting transactions are in accordance with prevailing laws and regulations. The committee reviewed the annual audit program and discussed with the auditors their findings and with the management, the follow-up actions.

Nothing of a material nature was reported by the auditors.

The Committee reviewed the Foreign Exchange Exposure Status, Related Party Transactions and Legal Compliance Status on quarterly basis and expressed its satisfaction with the same.

The committee has recommended to the Board the ratification of appointment of M/s. Varma and Varma, Chartered Accountants, as Statutory Auditors of the Company for the financial year ending March 31, 2019 and that the necessary resolutions for ratification of appointing them as Statutory Auditors be placed before the shareholders.

Place: Navi Mumbai
Date: May 14, 2018

Madhu Dubhashi
Chairperson

2. INVESTORS' GRIEVANCES AND STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Investors' Grievances and Stakeholders' Relationship Committee consists of the following directors:

Mr. Venkatesh N. Chakravarty – Chairman
Mr. Farid Kazani
Mr. Radhakrishnan Sundar

The Committee is chaired by Mr. Venkatesh N. Chakravarty, Non-Executive Director (Independent). The Committee has the mandate to review and redress shareholders' grievances and to attend to share transfers and allotment of shares on exercise of ESOPs. The Committee reviewed the shareholder grievance, redressal of shareholder grievance, share transfers and expressed satisfaction with the same. The committee also noted that the shareholding in the Company in dematerialized mode as on March 31, 2018 was 99.30%.

Total Twenty Seven complaints were received during the year ended March 31, 2018 in respect of Annual Report and the same were resolved.

Place: Navi Mumbai
Date: May 14, 2018

Venkatesh N. Chakravarty
Chairman

DECLARATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY BY THE BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

To the Members of Majesco Limited

This is to confirm that the Company has adopted Code of Conduct for the Board of Directors and Senior Management Personnel of the Company, which is available at www.majesco.com.

I declare that the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company.

Place: Navi Mumbai
Date: May 14, 2018

Farid Kazani
Managing Director

CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

I have examined the compliance of conditions of Corporate Governance by Majesco Limited, for the financial year ended March 31, 2018, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the Management, my examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In my opinion, and to the best of my information and according to the explanations given to me,

I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Abhishek Bhate & Co.

CS Abhishek Bhate
ACS : 27747 CP : 10230

Date: May 5, 2018
Place: Thane

COMPLIANCE CERTIFICATE BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

[Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Majesco Limited ("the Company") to the best of our knowledge and belief, certify that:

1) We have reviewed Financial Statements and Cash Flow Statements for the financial year ended March 31, 2018 and that to the best of our knowledge, information and belief, we state that:

   a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

3) We hereby declare that all Board Members and Senior Managerial Personnel of the Company have confirmed compliance with the Code of Conduct as adopted by the Company.

4) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiency in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

5) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:

   a) Significant changes, if any, in internal controls over financial reporting during the year;

   b) Significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the Financial Statements; and

   c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours faithfully,

Farid Kazani
Managing Director

Kunal Karan
Chief Financial Officer

Date: May 14, 2018
Place: Navi Mumbai

STANDALONE FINANCIAL STATEMENTS

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 31 March 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 31 March 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 31 March 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

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 31 March 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

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 31 March 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 31 March 2018. The details are as stated below:

Sl No	Details of Property
1	Plot No. 1, 36 & 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.

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 31 March 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

Cherian K Baby
Partner
M No. 16043

Place: Mumbai
Date: May 14, 2018

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 31 March 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 31 March 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

Cherian K Baby
Partner
M No. 16043

Place: Mumbai
Date: May 14, 2018

STANDALONE BALANCE SHEET AS AT 31 MARCH 2018

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Notes	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
ASSETS				
Non-current assets				
Property, plant and equipment	6	**467**	374	301
Capital work-in-progress		**-**	173	-
Investment property	7	**750**	1,004	988
Intangible assets	8	**35**	-	-
Financial assets				
Investments	9	**16,453**	15,952	15,267
Loans	10	**32**	32	32
Deferred tax assets (net)	36	**35**	276	238
Income tax assets (net)	11	**559**	124	4
Other non-current assets	12	**-**	1	1
Total non-current assets		**18,331**	**17,936**	**16,831**
Current assets				
Financial assets				
Investments	13	**30,880**	1,408	1,033
Trade receivables	14	**443**	378	431
Cash and cash equivalents	15	**13**	5	49
Bank balances other than cash and cash equivalents	16	**3,001**	7,840	7,400
Other assets	17	**337**	695	1,010
Income tax assets (net)	18	**13**	450	120
Other current assets	19	**404**	169	196
Total current assets		**35,091**	**10,945**	**10,239**
Total assets		**53,422**	**28,881**	**27,070**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	20	**1,406**	1,168	1,153
Other equity	21	**50,584**	26,155	24,845
Total equity		**51,990**	**27,323**	**25,998**
Liabilities				
Non-current liabilities				
Financial liabilities				
Other financial liabilities	22	**354**	405	298
Provisions	23	**52**	49	51
Other non-current liabilities	24	**33**	61	89
Total non-current liabilities		**439**	**515**	**438**
Current liabilities				
Financial liabilities				
Trade payables	25	**104**	60	47
Other financial liabilities	26	**707**	787	456
Other current liabilities	27	**166**	179	114
Provisions	28	**16**	17	17
Total current liabilities		**993**	**1,043**	**634**
Total liabilities		**1,432**	**1,558**	**1,072**
Total equity and liabilities		**53,422**	**28,881**	**27,070**
Company overview and significant accounting policies	1 & 2			
Other notes	35 to 50			

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Director

Farid Kazani
Managing Director
DIN- 06914620

Venkatesh Chakravarty
Non-Executive Chairman and Independent Director
DIN- 01102892

Radhakrishnan Sundar
Executive Director
DIN- 00533952

Kunal Karan
Chief Financial Officer

Varika Rastogi
Company Secretary
M. No - F7864

Place : Navi Mumbai
Date : May 14, 2018

As per our report of even date

For Varma & Varma
Chartered Accountants
FRN: 004532S

Cherian K Baby
Partner
M No: 16043

Place : Navi Mumbai
Date : May 14, 2018

STANDALONE STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31 MARCH 2018

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Notes	Year ended 31 March 2018	Year ended 31 March 2017
Income			
Revenue from operations	29	**1,999**	1,560
Other income	30	**1,858**	1,571
Total income		**3,857**	**3,131**
Expenses			
Employee benefits expenses	31	**1,514**	1,383
Finance costs	32	**28**	84
Depreciation and amortization expenses	33	**110**	81
Other expenses	34	**1,173**	1,270
Total expenses		**2,825**	**2,818**
Profit before exceptional items and tax		**1,032**	**313**
Exceptional items - expense / (income)	35	**(1,053)**	225
Profit before tax		**2,085**	**88**
Income tax expense			
Current tax	36	**412**	(2)
Deferred tax	36	**238**	(38)
Total income tax expense		**650**	**(40)**
Profit for the year		**1,435**	**128**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement gains on gratuity plan (Refer note 38(v))		**13**	27
Tax on remeasurement gains on gratuity plan		**(3)**	(9)
		10	18
Total other comprehensive income for the year		**10**	**18**
Total comprehensive income for the year		**1,445**	**146**
Earnings per share			
Basic earnings per share (₹)	37	**5.92**	0.55
Diluted earnings per share (₹)		**5.62**	0.52
Company overview and significant accounting policies	1 & 2		
Other notes	35 to 50		

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Director

Farid Kazani
Managing Director
DIN- 06914620

Venkatesh Chakravarty
Non-Executive Chairman and Independent Director
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Place : Navi Mumbai
Date : May 14, 2018

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For Varma & Varma
Chartered Accountants
FRN: 004532S

Cherian K Baby
Partner
M No: 16043

Place : Navi Mumbai
Date : May 14, 2018

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2018

(All amounts in ₹ Lakhs, unless otherwise stated)

(A)

Equity share capital	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Equity shares of INR 5/- each issued, subscribed and fully paid						
Opening	23,363,035	1,168	23,052,401	1,153		
Add: Issued during the year	4,759,361	238	310,634	15		
Closing	**28,122,396**	**1,406**	**23,363,035**	**1,168**	**23,052,401**	**1,153**

(B) Other equity

Particulars	Reserves and Surplus				Total
	Employee stock options outstanding account	Securities premium reserve	General reserve	Retained earnings	
Balance as at 1 April 2016	1,055	255	2,806	20,730	24,846
Profit for the year	-	-	-	128	128
Other comprehensive income (OCI) for the year	-	-	-	18	18
Total comprehensive income for the year	**-**	**-**	**-**	**146**	**146**
Employee stock option scheme expenses (Refer note 31)	119	-	-	-	119
Stock options given to employees of subsidiaries (Refer note 39(a))	711	-	-	-	711
Exercise of employee stock options	-	333	-	-	333
Transfer on exercise of options	(92)	92	-	-	-
Vested/unvested options cancelled during the year	(126)	-	-	126	-
Balance as at 31 March 2017	**1,667**	**680**	**2,806**	**21,002**	**26,155**

Particulars	Reserves and Surplus				Total
	Employee stock options outstanding account	Securities premium reserve	General reserve	Retained earnings	
Balance as at 1 April 2017	1,667	680	2,806	21,002	26,155
Profit for the year				1,435	1,435
Other comprehensive income (OCI) for the year	-	-	-	10	10
Total comprehensive income for the year	-	-	-	**1,445**	**1,445**
Employee stock option scheme expenses (Refer note 31)	144	-	-	-	144
Stock options given to employees of subsidiary entities (Refer note 39(a))	450	-	-	-	450
Dividend	-	-	-	(235)	(235)

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars (Contd.)	Reserves and Surplus				Total
	Employee stock options outstanding account	Securities premium reserve	General reserve	Retained earnings	
Dividend distribution tax	-	-	-	(48)	(48)
Exercise of employee stock options	-	368	-	-	368
Issue of shares (Refer note 20(b))	-	22,305	-	-	22,305
Transfer on exercise of options	(242)	242	-	-	-
Vested/unvested options cancelled during the year	(131)	-	-	131	-
Balance as at 31 March 2018	**1,888**	**23,595**	**2,806**	**22,295**	**50,584**

The accompanying notes 1 to 50 are an integral part of the financial statements.

For and on behalf of the Board of Director

Farid Kazani
Managing Director
DIN- 06914620

Venkatesh Chakravarty
Non-Executive Chairman and Independent Director
DIN- 01102892

Radhakrishnan Sundar
Executive Director
DIN- 00533952

Kunal Karan
Chief Financial Officer

Varika Rastogi
Company Secretary
M. No - F7864

Place : Navi Mumbai
Date : May 14, 2018

As per our report of even date

For Varma & Varma
Chartered Accountants
FRN: 004532S

Cherian K Baby
Partner
M No: 16043

Place : Navi Mumbai
Date : May 14, 2018

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2018

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Cash flow from operating activities		
Profit before exceptional items and tax	**1,032**	313
Adjustments for:		
Depreciation and amortization expenses	**110**	81
Share based payment expense	**144**	119
Finance costs	**28**	84
Rental income	**(905)**	(868)
Interest income - on fixed deposits	**(255)**	(539)
Income from sale of investments (mutual funds)	**(207)**	(51)
Fair valuation adjustments of investments (mutual funds)	**(442)**	(41)
Guarantee commission	**(31)**	(70)
Exceptional items - other expenses	**(10)**	(225)
Operating loss before working capital changes	**(536)**	**(1,197)**
Changes in working capital:		
Decrease/(increase) in non current financial assets	**1**	-
Decrease/(increase) in non-current other assets	**-**	(120)
Decrease/(increase) in trade receivables	**(65)**	53
Decrease/(increase) in current other financial assets	**387**	392
Decrease/(increase) in other current assets	**(232)**	174
(Decrease)/increase in non-current other financial liabilities	**(51)**	27
(Decrease)/increase in non-current provisions	**2**	-
(Decrease)/increase in non-current liabilities	**(28)**	(28)
(Decrease)/increase in trade payables	**41**	13
(Decrease)/increase in current other financial liabilities	**(58)**	357
(Decrease)/increase in other current liabilities	**(3)**	65
(Decrease)/increase in current provisions	**(2)**	-
Cash used in operations	**(544)**	(264)
Income tax paid	**(410)**	(456)
Net cash flows used in operating activities (A)	**(954)**	**(720)**
Cash flow from investing activities		
Payment for property, plant and equipment and intangible assets	**(156)**	(290)
Payment for investment property	**(74)**	(54)
Intangible asset acquired	**(17)**	-
Proceeds from sale of investment property (exceptional items)	**1,559**	-
Purchase of investments (mutual funds) (net)	**(28,873)**	(282)
Net proceeds from/(investment in) fixed deposits	**4,839**	(440)
Margin money	**2**	20
Rent deposits received / (refunded)	**(79)**	79
Rental income	**905**	840
Interest received	**255**	539
Net cash flow from investing activities (B)	**(21,639)**	**412**
Cash flow from financing activities		
Proceeds from issuance of equity shares (net)	**22,910**	348
Dividend paid (including tax)	**(280)**	-
Interest and other finance charges paid	**(28)**	(84)
Net cash flow from financing activities (C)	**22,602**	**264**
Net increase in cash and cash equivalents (A+B+C)	**8**	**(44)**
Cash and cash equivalents at the beginning of the year	**5**	49
Cash and cash equivalents at the end of the year	**13**	**5**

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Cash and cash equivalents comprise (Refer note 15)		
Balances with banks		
Current accounts	13	5
Fixed deposits with maturity of less than 3 months	-	-
Cash on hand	-	-
Total cash and bank balances at end of the year	**13**	**5**

1. The above cash flow statement has been prep ared under the 'Indirect Method' as set out in Ind AS-7 " Statement of Cash Flows".
2. Figures in brackets indicate cash outflow.
3. Previous year figures have been regrouped or reclassified wherever necessary.

The accompanying notes 1 to 50 are an integral part of the financial statements.

For and on behalf of the Board of Director

Farid Kazani
Managing Director
DIN- 06914620

Venkatesh Chakravarty
Non-Executive Chairman and Independent Director
DIN- 01102892

Radhakrishnan Sundar
Executive Director
DIN- 00533952

Kunal Karan
Chief Financial Officer

Varika Rastogi
Company Secretary
M. No - F7864

Place : Navi Mumbai
Date : May 14, 2018

As per our report of even date

For Varma & Varma
Chartered Accountants
FRN: 004532S

Cherian K Baby
Partner
M No: 16043

Place : Navi Mumbai
Date : May 14, 2018

1 General Corporate Information

Majesco Limited is public limited company domiciled in India and is listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company is a provider of core platforms and technology solutions in Insurance (Life, Pensions and General). The Company operates through its software development center at Mahape and has a subsidiary in USA. The Company has 8 step down subsidiaries including one development center in India all of which operate in the same business.

The financial statements were approved for issue by the Board of Directors on 14 May, 2018.

2 Summary of Significant Accounting policies

2.1 Basis of preparation and presentation

(a) Statement of Compliance with Ind AS

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended and Companies (Indian Accounting Standards) Amendment Rules, 2016. For all periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules,2014 (Indian GAAP). These financial statements for the year ended 31 March 2018 are the first financial statements of the Company prepared in accordance with Ind AS. The date of transition to Ind AS is 1 April 2016. Details of the exceptions and optional exemptions availed by the Company and principal adjustments along with related reconciliations are detailed in note no 4.

(b) Basis of measurement

The financial statements have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:-

i) Certain financial assets and liabilities measured at fair value (refer accounting policy 2.16 on financial instruments)

ii) Share based payment transactions

iii) Derivative financial instruments

iv) Defined benefit and other long-term employee benefits

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of service and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and noncurrent classification of assets and liabilities.

(c) Use of estimates

The preparation of financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years if the revision effects such periods. Also key sources of estimation uncertainty is mentioned below:

i) Useful lives of property, plant and equipment and intangible assets:

As described in the significant accounting policy, the Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

ii) The fair value measurements and valuation processes:

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or liability, the Company uses market-observable data to the extent it is available. Where level 1 input are not available, the Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs, used in determining the fair value of various assets, liabilities and share based payments are disclosed in notes to financial statements.

iii) Actuarial valuation:

The determination of Company's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognized in the statement of profit or loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to financial statements.

2.2 Property, plant and equipment

The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognized in the Financial Statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed original cost and written down value.

Tangible assets are stated at cost of acquisition less accumulated depreciation and accumulated impairment losses, if any. Direct costs are capitalized until the assets are ready for use and include inward freight, and expenses incidental to acquisition and installation. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets measured as the difference between amount realized and net carrying value which are carried at cost are recognized in the Profit and Loss Statement.

Depreciation methods, estimated useful lives

Depreciation on tangible assets is provided when the assets are ready for use on the straight line method, on a pro rata basis, over the estimated useful lives of assets, in order to reflect the period over which the depreciable asset is expected to be used by the Company. The management estimates the useful lives for the other fixed assets as follows:

Property, plant and equipment	Useful Life
Buildings	28 years
Computers	2 years
Plant and equipment	2 - 5 years
Furniture and fixtures	5 years
Vehicles	5 years
Office equipment	2 - 5 years
Leasehold land	Lease term ranging from 95-99 years
Leasehold improvements	5 years or the primary period of lease whichever is less

Based on technical evaluation, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence the useful lives for these assets is different from the useful lives as prescribed under Part C of schedule II of the Companies Act, 2013.

The leasehold property on which the investment property at Mahape is situated is included in fixed assets and amortised over the lease period.

Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income/Other Expenses'.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as change in accounting estimates.

2.3 Investment properties

The Company has elected to continue with the carrying value for all of its Investment property as recognized in the Financial Statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed original cost.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Company depreciates building component of investment property over 28 years from the date of original capitalization. The Company, based on technical assessment made by technical expert and management estimate, depreciates the building over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The leasehold property on which the investment property at Mahape is situated is included in Fixed Assets and amortised over the lease period.

The fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the statement of profit or loss as exceptional items in the period of derecognition, if the amount is significant.

2.4 Intangible assets and amortization

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost of acquisition less accumulated amortization and impairment, if any.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its all intangible assets recognised as on date of transition measured as per the Indian GAAP and use that carrying value as the deemed original cost of the intangible assets.

The Company amortized intangible assets over their estimated useful lives using the straight line method. The estimated useful lives of intangible assets are as follows:

Intangible assets	Useful Life
Computer Software	1 - 3 years

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labor, overhead costs that are directly attributable to preparing the asset for its intended use. Research and development costs and software development costs incurred under contractual arrangements with customers are accounted as expenses in the Statement of Profit and Loss.

2.5 Impairment of non-financial assets

At each Balance Sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, management estimates the recoverable amount. Recoverable amount is higher of an asset's net selling price and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of the its useful life. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized in the Profit and Loss Statement to the extent carrying amount exceeds recoverable amount. Assessment is also done at each Balance sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exists or may have decreased.

2.6 Leases

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as a lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lesser) are charged to Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Also initial direct cost incurred in operating lease such as commissions, legal fees and internal costs is recognised immediately in the Statement of Profit and Loss.

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. Such assets are disclosed as leased assets under tangible assets and are depreciated in accordance with the Company's depreciation policy described in note 2.2. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2.7 Employee benefits

(a) Short-term obligations

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognized in the year during which the employee rendered the services. These benefits comprise compensated absences such as paid annual leave and performance incentives.

(b) Other long-term employee benefit obligations

(i) Defined contribution plan

The Company has defined contribution plans for post employment benefits in the form of provident fund, employees' state insurance, labour welfare fund, pension fund (NPS) and superannuation fund in India which are administered through Government of India and/or Life Insurance Corporation of India (LIC).

(ii) Defined benefit plans

Gratuity: The Company has defined benefit plans for post employment benefits in the form of gratuity for its employees in India. The gratuity scheme of the Company is administered through Life Insurance Corporation of India (LIC). Liability for defined benefit plans is provided on the basis of actuarial valuations, as at the Balance Sheet date, carried out by an independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the projected unit credit method. Actuarial gains and losses are recognized immediately in the Other Comprehensive Income (OCI) as income or expense (net of taxes).

Compensated absences: The employees of the Company are also entitled for other long-term benefit in the form of compensated absences as per the policy of the Company. Leave encashment vests to employees on an annual basis for leave balance above the upper limit as per the Company's policy. At the time of retirement, death while in employment or on termination of employment leave encashment vests equivalent to salary payable for number of days of accumulated leave balance subject to an upper limit as per the Company's policy. Liability for such benefit is provided on the basis of actuarial valuations, as at the Balance Sheet date, carried out by an independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the projected unit credit method. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss as income or expense.

(c) Share based payments

Stock options granted to employees of the Company and its subsidiaries (direct and indirect) under the stock option scheme covered by Securities and Exchange Board of India (Share based employee benefits) Regulations, 2014 are accounted using the fair value method. The fair value of options granted to its employees is recognised in the statement of profit and loss on a graded vesting basis over the vesting period of the option. The fair value of options granted to the employees of its subsidiaries are accounted as "Investment in subsidiaries" on a graded vesting basis over the vesting period of the option.

2.8 Foreign currency transactions

The financial statements are prepared in Indian Rupees. The Indian Rupee is the functional currency of the Company. Translation of foreign currency into Indian Rupees has been carried out as under :

a) Both monetary and non-monetary foreign currency assets and liabilities including contingent liabilities are translated at closing exchange rates as at the Balance Sheet date.

b) Income and expenditure of transactions are translated at the rate on the date of transaction.

c) All resulting exchange differences on translation are taken directly to the Statement of Profit and Loss.

2.9 Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
► In the principal market for the asset or liability, or
► In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Company.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:
► Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
► Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
► Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The management determines the policies and procedures for both recurring fair value measurement. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.10 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed as finance cost. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.11 Revenue recognition

"The Company derives revenues primarily from information technology services. Revenue is recognized in accordance with the terms of the contracts with customers as the service is performed by the proportionate completion method and when it is reasonably certain that the ultimate collection will be made. Revenues on time and material contracts are recognized when services are rendered and related costs are incurred. Revenues on fixed price, fixed time bound contracts are recognized over the life of the contract measured by the proportion that contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the period in which the change becomes known. Provisions for estimated losses on such contracts are made during the period in which a loss becomes probable and can be reasonably estimated. When the uncertainty, relating to the collectability arises subsequent to the rendering of the service, a separate provision is made to reflect the uncertainty and the amount of revenue originally recorded is not adjusted.

Revenues from maintenance contracts are recognized on a straight line basis over the period of the contract.

Revenues from sale of software and hardware are recognized upon delivery of products to the customer, when the significant risks and rewards of ownership are transferred to the buyer and the ultimate collection is reasonably certain."

Unbilled revenue included in 'Other current financial assets', represents amounts in respect of services performed in accordance with contract terms, not yet billed to customers at the year end. Unearned revenue included in 'Other current liabilities' represents amounts received/billed in excess of the value of work performed in accordance with the terms of the contracts with customers.

2.12 Other Income

Dividend income from investments is recognized when the right to receive payment is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and the applicable rate of interest. Rental income is recognized on a straight line basis over the term of the lease as per the terms of the base contract or such other systematic method as considered appropriate. Income from current investments are recognised periodically based on fare value through profit and loss as on reporting date. Retained gains/losses are recognised on the date on which these investments are sold.

2.13 Taxes

Tax expense for the year comprises of current tax and deferred tax. Current tax is measured by the amount of tax expected to be paid to the taxation authorities on the taxable profits after considering tax allowances and exemptions and using applicable tax rates and laws.

(a) Current income tax

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and tax laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognized and carried forward to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets in respect of unabsorbed depreciation or carry forward losses are recognized only to the extent it is probable and supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax assets is reviewed at each balance sheet date for any write down or reversal, as considered appropriate.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the foreseeable future. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the foreseeable future.

Current tax assets and liabilities are offset when there is a legally enforceable right to set off the recognized amount and there is an intention to settle the asset and liability on a net basis.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets and liabilities.

2.14 Provisions and contingent liabilities

Provisions are recognized when the Company has a present legal obligation as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. When no reliable estimate can be made, a disclosure is made as a contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Provisions are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Where the Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset, only when such reimbursement is virtually certain.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

2.15 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effect of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associate with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

2.16 Financial instruments

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognised on trade date. While, loans and borrowings and payables are recognised net of directly attributable transaction costs.

For the purpose of subsequent measurement, financial instruments of the Company are classified in the following categories: non derivative financial assets comprising amortised cost, debt instruments at fair value through other comprehensive income (FVTOCI), equity instruments at FVTOCI or fair value through profit and loss account (FVTPL), non derivative financial liabilities at amortised cost or FVTPL and derivative financial instruments (under the category of financial assets or financial liabilities) at FVTOCI

The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

a) Non-derivative financial assets

(i) Financial assets at amortised cost

A financial asset is measured at amortised cost if both of the following conditions are met: (a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss.

Amortised cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

(ii) Debt instruments at FVTOCI:

A debt instrument is measured at fair value through other comprehensive income if both of the following conditions are met:

(a) the objective of the business model is achieved by both collecting contractual cash flows and selling financial assets and (b) the asset's contractual cash flow represent SPPI

Debt instruments included within FVTOCI category are measured initially as well as at each reporting period at fair value plus transaction costs. Fair value movements are recognised in other comprehensive income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain/(loss) in statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit and loss. Interest earned is recognised under the effective interest rate (EIR) model.

(iii) Equity instruments at FVTOCI:
All equity instruments are measured at fair value. Equity instruments held for trading is classified as FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividend are recognised in OCI which is not subsequently recycled to statement of profit and loss.

(iv) Financial assets at FVTPL :
FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as FVTPL.

In addition the Company may elect to designate the financial asset, which otherwise meets amortised cost or FVTOCI criteria, as FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency. The Company has not designated any financial asset as FVTPL. Financial assets included within the FVTPL category are measured at fair values with all changes in the statement of profit and loss.

b) Non-derivative financial liabilities

(i) Financial liabilities at amortised cost
Financial liabilities at amortised cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

(ii) Financial liabilities at FVTPL
Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognised in the statement of profit and loss.

(c) Investment in subsidiaries
Investment in subsidiaries are carried at cost plus additional fair value of ESOP granted to employees of subsidiaries net of impairment, if any.

2.17 Contributed equity

Equity shares are classified as equity share capital.

Incremental costs directly attributable to the issue of new shares are shown in other equity under securities premium as a deduction, net of tax, from the proceeds.

2.18 Earnings per share

Basic earnings per share (EPS) are calculated by dividing the net (loss) / profit after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by adjusting the number of shares used for basic EPS with the weighted average number of shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date. The diluted potential equity shares have been adjusted for the proceeds receivable had the shares been actually issued at fair value i.e. average market value of outstanding shares.

The number of shares and potentially dilutive shares are adjusted for share splits and bonus shares, as appropriate. In calculating diluted earnings per share, the effects of anti dilutive potential equity shares are ignored. Potential equity shares are anti-dilutive when their conversion to equity shares would increase earnings per share or decrease loss per share.

2.19 Rounding off amounts

All amounts disclosed in financial statements and notes have been rounded off to the nearest lakhs as permitted in Schedule III of the Act, unless otherwise stated.

3 Standards (including amendments) issued, that are effective from 1 April 2018.

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration:

On 28 March, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from 1 April 2018. The Company has evaluated the effect of this on the financial statements and the impact is likely to be not material.

Ind AS 115- Revenue from contract with customers:

On 28 March, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transition:

• Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors

• Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach) The effective date for adoption of Ind AS 115 is financial periods beginning on or after 1 April 2018.

The Company will adopt the standard on 1 April 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended 31 March 2018 will not be retrospectively adjusted. In the view of the management, the effect on adoption of Ind AS 115 is expected to be not material.

4 First-time adoption of Ind-AS

These financial statements are the first set of Ind AS financial statements prepared by the Company. Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for year ending on 31 March 2018, together with the comparative year data as at and for the year ended 31 March 2017, as described in the significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2016, being the Company's date of transition to Ind AS. The principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2016 and the financial statements as at and for the year ended 31 March 2017 are explained herein below.

4.1 Exemptions availed on first time adoption of Ind AS

Ind AS 101, First-time Adoption of Indian Accounting Standards, allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has accordingly applied the following exemptions.

(a) Deemed cost

Since there is no change in the functional currency, the Company has elected to continue with carrying value for all of its property, plant and equipment as recognized in its Indian GAAP financial statements as its deemed cost at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38, Intangible Assets and investment properties. Accordingly the management has elected to measure all of its property, plant and equipment, investment properties and intangible assets at their Indian GAAP carrying value for original cost and written down value.

(b) Fair value measurement of financial assets or financial liabilities at initial recognition

In the measurement of financial instruments at fair value, Ind AS 101 provides an optional exemption for the measurement of day one gains or losses. Under the optional exemption, the criteria for recognition of gains or losses subsequent to initial recognition of a financial asset or liability need only be applied prospectively from the transition date

4.2 Mandatory exemption on first-time adoption of Ind AS

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with Indian GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP:

(i) Impairment of financial assets based on expected credit loss model.

(ii) Investments in mutual funds

(iii) Effective interest rate used in calculation of security deposit.

(All amounts in ₹ Lakhs, unless otherwise stated)

(b) Derecognition of financial assets and financial liabilities

A first-time adopter should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively to transactions occurring on or after the date of transition. Therefore, if a first-time adopter derecognized non-derivative financial assets or non-derivative financial liabilities under its Indian GAAP as a result of a transaction that occurred before the date of transition, it should not recognize those financial assets and liabilities under Ind AS (unless they qualify for recognition as a result of a later transaction or event). A first-time adopter that wants to apply the derecognition requirements in Ind AS 109, Financial Instruments, retrospectively from a date of the entity's choosing may only do so, provided that the information needed to apply Ind AS 109, Financial Instruments, to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the de-recognize provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

(c) Classification and measurement of financial assets

Ind AS 101, First-time Adoption of Indian Accounting Standards, requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

5 Reconciliations

The following reconciliations provides the effect of transition to Ind AS from Indian GAAP in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards:

(a) Reconciliation of equity as at date of transition 1 April 2016

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment		301	-	301
Investment property		988	-	988
Financial assets				
Investments	g(ii)	14,590	677	15,267
Loans		32	-	32
Other assets		-	-	-
Deferred tax asset (net)	g(v)	240	(2)	238
Other non-current assets		5	-	5
Total non-current assets		**16,156**	**675**	**16,831**
Current assets				
Financial assets				
Investments	g(iii)	1,031	2	1,033
Trade receivables		431	-	431
Cash and cash equivalents		49	-	49
Bank balances other than cash and cash equivalents		7,400	-	7,400
Other assets		1,010	-	1,010
Current tax assets (net)		120	-	120
Other current assets		196	-	196

(All amounts in ₹ Lakhs, unless otherwise stated)

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
Total current assets		10,237	2	10,239
Total assets		**26,393**	**677**	**27,070**
EQUITY AND LIABILITIES				
Equity				
Equity share capital		1,153	-	1,153
Other equity	d	24,164	682	24,846
Total equity		**25,317**	**682**	**25,999**
Liabilities				
Non-current liabilities				
Financial liabilities				
Other financial liabilities	g(i)	420	(122)	298
Provisions		51	-	51
Other non-current liabilities	g(i)	-	89	89
Total non-current liabilities		**471**	**(33)**	**438**
Current liabilities				
Financial liabilities				
Trade payables		47	-	47
Other financial liabilities		456	-	456
Other current liabilities	g(i)	86	28	114
Provisions		16	-	16
Total current liabilities		**605**	**28**	**633**
Total liabilities		**1,076**	**(5)**	**1,071**
Total equity and liabilities		**26,393**	**677**	**27,070**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(b) Reconciliation of equity as at 31 March 2017

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment		374	-	374
Capital work-in-progress		173	-	173
Investment property		1,004	-	1,004
Financial assets				
Investments	g(ii)	14,590	1,362	15,952
Loans		32	-	32

(All amounts in ₹ Lakhs, unless otherwise stated)

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
Deferred tax asset (net)	g(v)	292	(16)	276
Other non-current assets		125	-	125
Total non-current assets		**16,590**	**1,346**	**17,936**
Current assets				
Financial assets				
Investments	g(iii)	1,365	43	1,408
Trade receivables		378	-	378
Cash and cash equivalents		5	-	5
Bank balances other than cash and cash equivalents		7,840	-	7,840
Other financial assets		695	-	695
Current tax assets (net)		450	-	450
Other current assets		169	-	169
Total current assets		**10,902**	**43**	**10,945**
Total assets		**27,492**	**1,389**	**28,881**
EQUITY AND LIABILITIES				
Equity				
Equity share capital		1,168	-	1,168
Other equity	d	24,760	1,395	26,155
Total equity		**25,928**	**1,395**	**27,323**
Liabilities				
Non-current liabilities				
Financial liabilities				
Other financial liabilities	g(i)	500	(95)	405
Provisions		49	-	49
Other non-current liabilities	g(i)	-	61	61
Total non-current liabilities		**549**	**(34)**	**515**
Current liabilities				
Financial liabilities				
Trade payables		60	-	60
Other financial liabilities		787	-	787
Other current liabilities		151	28	179
Provisions		17	-	17
Total current liabilities		**1,015**	**28**	**1,043**
Total liabilities		**1,564**	**(6)**	**1,558**
Total equity and liabilities		**27,492**	**1,389**	**28,881**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(All amounts in ₹ Lakhs, unless otherwise stated)

(c) Reconciliation of profit or loss for the year ended 31 March 2017

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
Income				
Revenue from operations		1,560	-	1,560
Other income	g(i,iii)	1,502	69	1,571
Total income		**3,062**	**69**	**3,131**
Expenses				
Employee benefit expense	g(ii,iv)	1,238	145	1,383
Finance costs	g(i)	56	28	84
Depreciation and amortization expense		81	-	81
Other expenses		1,270	-	1,270
Total expenses		**2,645**	**173**	**2,818**
Profit before exceptional items and tax		**417**	**(104)**	**313**
Exceptional items - expense / (income)		225	-	225
Profit before tax		**192**	**(104)**	**88**
Income tax expense				
Current tax	g(v)	7	(9)	(2)
Deferred tax	g(v)	(52)	14	(38)
Total income tax expense		**(45)**	**5**	**(40)**
Profit for the year		**237**	**(109)**	**128**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Remeasurement gains on gratuity plan	g(iv)	-	27	27
Tax on remeasurement gains on gratuity plan	g(iv)	-	(9)	(9)
Total other comprehensive income for the year		**-**	**18**	**18**
Total comprehensive income for the year		**237**	**(91)**	**146**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(d) Reconciliation of total equity as at 31 March 2017 and 1 April 2016

	As at 31 March 2017	As at 1 April 2016
Shareholder's equity as per previous GAAP	25,928	25,317
Adjustments		
(i) Income recognised on fair valuation of security deposits	6	5
(ii) Fair valuation of investments	43	2
(iii) Fair valuation of options granted to employees of subsidiaries	1,362	677
(iv) Tax impact	(16)	(2)
Total adjustments	**1,395**	**682**
Shareholder's equity as per Ind AS	**27,323**	**25,999**

(All amounts in ₹ Lakhs, unless otherwise stated)

(e) Reconciliation of total comprehensive income for the year ended 31 March 2017

	Notes to first-time adoption	As at 31 March 2017
Profit as per previous GAAP		237
Adjustments		
Expense on employee stock options	g(ii)	(118)
Income on fair valuation of current investment	g(iii)	27
Total		**(91)**
Profit as per Ind AS		**146**

(f) Impact of Ind AS adoption on cash flow statements for the year ended 31 March 2017

	Indian GAAP* after regrouping	Adjustments	Ind AS
Net cash flow from operating activities	(720)	-	(720)
Net cash flow from investing activities	412	-	412
Net cash flow from financing activities	264	-	264
Net decrease in cash and cash equivalents	(44)	-	(44)
Cash and cash equivalents as at 1 April 2016	49	-	49
Cash and cash equivalents as at 31 March 2017	**5**	**-**	**5**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(g) Notes to first-time adoption

(i) Security deposit

Under the previous GAAP, interest-free security deposit (that are refundable in cash on completion of the lease term) are recorded at their transaction value. Under Ind AS, all financial liabilities are required to be recognized at fair value. Accordingly the Company has fair valued the security deposit received. Difference between the fair value and transaction value of the security deposit has been recognized as non current deferred lease liability. The profit for the year ended 31 March 2017 and retained earnings as on 1 April 2016 has been increased by 28 and 25, respectively due to accrual of rental income. Accrual of rental income in statement profit or loss is off set by the notional interest expense of 27 during the year ended 31 March 2017 and in retained earnings by 20 as on 1 April 2016 with corresponding decrease in non-current financial liabilities. Consequently the amount of security deposit as on 31 March 2017 has decreased by 93 (1 April 2016:121) and deferred lease liability as on 31 March 2017 has increased by 89 (1 April 2016 : 117). The tax impact on the transaction during the financial year ended 31 March 2017 is charge of 1 (1 April 2016 : 1).

(ii) Employee stock option plan (ESOP)

The Company has granted employee stock options to its employees and also to employees of its direct and indirect subsidiaries. As per the demerger scheme of Mastek Limited (Refer note 48) employees of Mastek Limited who were having options of Mastek on date of demerger were granted equal number of options of the Company. These options are mostly granted at the market price on the date of grant. As per the SEBI guidelines, the excess of market price of the underlying equity shares as of the date of the grant of the options over the exercise price of the option were recognized and amortized on a straight line basis over the vesting period in the previous GAAP. On the date of transition to Ind-AS i.e. 1 April 2016, the Company did a fair valuation of all the unvested options as on that date and debited Retained earnings by 214 and 30 on account of options relating to employees of Mastek limited and the Company respectively with a credit to the employee stock option outstanding account. The fair value of the unvested options relating to the employees of its subsidiaries and step down subsidiaries amounting to 677 was debited to Investment in subsidiary account with the corresponding credit to the Employee stock options outstanding account.

(All amounts in ₹ Lakhs, unless otherwise stated)

For the year ended 31 March 2017, the fair value of the options both vested and unvested granted to the employees of the Company, amounting to 118 was charged to the employee benefit expense with a corresponding credit to Employee stock options outstanding account.

For the year ended 31 March 2017, the fair value of the options both vested and unvested granted to the employees of its subsidiaries and indirect subsidiaries amounting to 685 was debited to the Investment in subsidiary account with the corresponding credit to Employee stock options outstanding account.

(iii) Gain/(loss) net recognized on mutual funds

Under the previous GAAP the Investments in mutual funds were carried at cost or market value whichever was lower. Under Ind AS the Company has considered the investments at market value and recognised other income of 41 for the year ended 31 March 2017 with corresponding increase in financial assets investments. As on 1 April 2016, gain of 2 was recognised in retained earnings. The tax impact of the transaction during the year is charge of 13.

(iv) Defined benefit liabilities

Both under Indian GAAP and Ind AS, the Company recognized costs related to its post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to Statement of Profit and Loss. Under Ind AS, re-measurements comprising of actuarial gains and losses are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI. Thus the employee benefit cost for the year ended 31 March 2017 is reduced by 18 and re-measurement gains/ losses on defined benefit plans of the corresponding amount has been recognized in the OCI, net of taxes.

(v) Deferred tax

Indian GAAP requires assessment of virtual certainty in case of losses for recognizing deferred tax asset, but under Ind AS deferred tax assets are recognized for all deductible temporary differences and unused tax losses if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. The deferred tax impact arising from the above adjustments have been carried out.

(vi) Other comprehensive income

The concept of Other Comprehensive Income (OCI) did not exist under Indian GAAP.

(vii) Statement of cash flows

No material impact on transition from Indian GAAP to Ind AS on the statement of cash flows.

(viii) Designation and carrying amount of a previously recognized financial asset

Designation of a previously recognized financial asset as a financial asset and financial liabilities measured at fair value through profit or loss as at 1 April 2016 and disclosure of its fair value at the date of designation and their classification and carrying amounts in the previous financial statements.

Designation in Ind AS financial statements	Carrying value in previous GAAP	Fair value in Ind AS
Financial assets-investments		
Current		
Current investments	1,031	1,033
Total	**1,031**	**1,033**

(All amounts in ₹ Lakhs, unless otherwise stated)

6 Property, plant and equipment

	Gross Block				Depreciation				Net Block	
	As at 1 April 2017	Additions/ Adjustments	Deductions/ Adjustments	As at 31 March 2018	As at 1 April 2017	For the year	Deductions/ Adjustments	As at 31 March 2018	As at 31 March 2018	As at 31 March 2017
A) Owned assets										
Buildings	123	-	(6)	117	39	4	-	43	74	84
Computers	47	48	-	95	46	9	(1)	54	41	1
Plant and equipment	78	37	(16)	99	47	11	(16)	42	57	31
Furniture and fixtures	879	34	-	913	838	12	-	850	63	41
Vehicles	99	-	-	99	38	20	-	58	41	61
Office equipment	10	42	-	52	1	5	-	6	46	9
Total (A)	**1,236**	**161**	**(22)**	**1,375**	**1,009**	**61**	**(17)**	**1,053**	**322**	**227**
B) Leased assets										
Leasehold land	170	-	-	170	23	2	-	25	145	147
Total (B)	**170**	**-**	**-**	**170**	**23**	**2**	**-**	**25**	**145**	**147**
Total (A + B)	**1,406**	**161**	**(22)**	**1,545**	**1,032**	**63**	**(17)**	**1,078**	**467**	**374**

	Gross Block				Depreciation				Net Block	
	As at 1 April 2016	Additions/ Adjustments	Deductions/ Adjustments	As at 31 March 2017	As at 1 April 2016	For the year	Deductions/ Adjustments	As at 31 March 2017	As at 31 March 2017	As at 1 April 2016
A) Owned assets										
Buildings	117	6	-	123	35	4	-	39	84	82
Computers	46	1	-	47	45	1	-	46	1	1
Plant and equipment	68	38	(28)	78	68	7	(28)	47	31	-
Furniture and fixtures	1,020	49	(190)	879	1,020	8	(190)	838	41	-
Vehicles	87	12	-	99	18	20	-	38	61	69
Office equipment	51	10	(51)	10	51	1	(51)	1	9	-
Total (A)	**1,389**	**116**	**(269)**	**1,236**	**1,237**	**41**	**(269)**	**1,009**	**227**	**152**
B) Leased assets										
Leasehold land	170	-	-	170	21	2	-	23	147	149
Total (B)	**170**	**-**	**-**	**170**	**21**	**2**	**-**	**23**	**147**	**149**
Total (A + B)	**1,559**	**116**	**(269)**	**1,406**	**1,258**	**43**	**(269)**	**1,032**	**374**	**301**

Note:

6.1 Considering the fact that substantial portion of the building has been let out for longer period of time, the portion of the building let out 90% approximately has been reclassified as investment property.

6.2 The lease hold land at Mahape and building there on has been transferred pursuant to the scheme of arrangement, is pending to be registered in the name of Majesco Limited as at 31 March 2018.

(All amounts in ₹ Lakhs, unless otherwise stated)

7 Investment property

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Gross Block			
Opening	**1,471**	1,417	-
Add : Addition during the year	**262**	54	-
Less : Deductions / adjustments	**(644)**	-	-
Closing	**1,089**	1,471	1,417
Less : Accumulated depreciation			
Opening	**467**	429	**-**
Add : Depreciation for the year	**42**	38	-
Less : Deductions / adjustments	**(170)**	-	-
Closing	**339**	467	429
Net block	**750**	1,004	988

Information regarding income and expenditure of investment property

	As at 31 March 2018	As at 31 March 2017
Rental income derived from investment properties	**905**	868
Operating expenses generating rental income	**62**	63
Profit arising from investment properties before depreciation and indirect expenses	**843**	805
Less – Depreciation	**42**	38
Profit arising from investment properties before indirect expenses	**801**	767

(a) The Company had two investment properties, one at Mahape and other at Pune at the beginning of financial year 2017-18. The Pune property has been sold off during the financial year and recognised gain of 1,063 as an exceptional item (Refer note 35).

(b) The Mahape property has been given on rent to one of its step down subsidiary company, Majesco Software and Solutions India Private Ltd based on a rental agreement to the extent of 90% approximately. MIDC transfer and registration in Company's name is pending as on 31 March 2018. This portion of the building rented out is treated as investment property and the value of the leasehold land on which the building is constructed is continued in fixed assets. Any sale or lease of this property will require approval of MIDC. During the year ended 31 March 2018 and 31 March 2017, the Company has earned rental income of 870 and 868 respectively from the property. (Refer note 40 (c)(i))

(c) The fair value of the whole Mahape property and leasehold land as on 31 March 2018 is 10,377 as certified by an independent valuer.

8 Intangible assets

	Gross Block				Depreciation				Net Block	
	As at 1 April 2017	Additions/ Adjustments	Deductions/ Adjustments	As at 31 March 2018	As at 1 April 2017	For the year	Deductions/ Adjustments	As at 31 March 2018	As at 31 March 2018	As at 31 March 2017
Computer software	0	40	-	40	0	5	-	5	35	0
Total	**0**	**40**	**-**	**40**	**0**	**5**	**-**	**5**	**35**	**0**

	Gross Block				Depreciation				Net Block	
	As at 1 April 2016	Additions/ Adjustments	Deductions/ Adjustments	As at 31 March 2017	As at 1 April 2016	For the year	Deductions/ Adjustments	As at 31 March 2017	As at 31 March 2017	As at 1 April 2016
Computer software	-	0	-	0	-	0	-	0	0	-
Total	**-**	**0**	**-**	**0**	**-**	**0**	**-**	**0**	**0**	**-**

(All amounts in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
9	**Financial assets non-current - investments**			
A	**Investment in subsidiary - quoted**			
	Investments measured at cost			
	In equity shares - fully paid-up			
	Majesco			
	2,55,30,125 (31 March 2017: 2,55,30,125, 1 April 2016: 2,55,30,125) equity shares of US$0.002 each (Transfer pursuant to the scheme of arrangement - Refer notes 48 and 39)	**16,403**	15,952	15,267
	The above includes fair value of options granted to employees of the subsidiaries and stepdown subsidiaries 1,813 (1,362 as at 31 March 2017 and 677 as at 1 April 2016)			
B	**Other investments unquoted**			
	Investments measured at cost			
	500 nos, (face value ₹ 10,000/-) Secured non convertible redeemable REC Capital Gains exemptions bonds	**50**	-	-
	Total	**16,453**	15,952	15,267
	Aggregate book value of:			
	Quoted investments	**16,403**	15,952	15,267
	Aggregate market value of:			
	Quoted investments	**84,195**	85,430	103,012
10	**Non-current financial assets - loans**			
	Unsecured, considered good			
	Security deposits	**32**	32	32
	Total	**32**	32	32
11	**Income tax assets net**			
	Advance income tax, net of provision for tax	**559**	124	4
	Total	**559**	124	4
12	**Other non-current assets**			
	Prepaid expenses	**-**	1	1
	Total	**-**	1	1

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
13 Financial assets current - investments			
At fair value through profit and loss (fully paid)			
Investments in mutual funds (Quoted) (Refer Note 13.1)			
Kotak Floater Short Term Fund - Growth	1,002	-	211
Franklin Templeton India TMA - Super IP - Growth	-	-	211
Birla Sun Life Cash Plus Fund - Growth	-	-	210
HDFC Liquid Fund - Growth	-	-	201
Principal Cash Management Fund - Growth	-	220	200
ICICI Prudential Savings Fund Reg Growth	-	274	-
Franklin India Ultra Short Bond Fund - Super IP - Growth	-	234	-
Kotak Treasury Advantage Fund - Reg - Growth	-	230	-
Indiabulls Liquid Fund – Growth	2,503	225	-
DHFL Pramerica Ultra Short-Term Fund - Growth	-	225	-
Reliance Quarterly Interval Fund - Growth	3,062	-	-
UTI Money Market - IP - Growth	3,032	-	-
L&T Liquid Fund – Growth	2,553	-	-
SBI Magnum Insta Cash Fund - Liquid Floater - Growth	2,514	-	-
ICICI Prudential Money Market Fund - Regular - Growth	2,504	-	-
DHFL Pramerica Liquid Fund - Growth	2,503	-	-
HSBC Cash Fund - Growth	1,001	-	-
Aditya Birla Sun Life Savings Fund - Reg - Growth	614	-	-
ICICI Prudential Flexible Income Plan - Reg - Growth	614	-	-
HDFC F R I F - STF - WP - Growth	614	-	-
LIC MF Liquid Fund – Growth	50	-	-
Franklin India Short Term Income Plan- Retail Plan*	2,091	-	-
Franklin India Low Duration Fund -Growth*	2,077	-	-
Kotak Low Duration Fund – Std –Growth*	2,075	-	-
UTI Income Opportunities Fund -Growth*	2,071	-	-
Total	**30,880**	**1,408**	**1,033**

* These investments costing 8,000 and fair value 8,314 as at 31 March 2018 are under lien with HSBC Bank for stand by documentary credit (SBDC) of US$ 10 million given by HSBC Bank, for the term loan availed by Majesco, USA, subsidiary of the Company.

13.1. Details of investments in Mutual Funds (Quoted) designated at FVTPL:

		Number of units		
	Face Value (in ₹)	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Kotak Floater Short Term Fund - Growth	1,000	35,211	-	8,500
Franklin Templeton India TMA - Super IP - Growth	1,000	-	-	9,301
Birla Sun Life Cash Plus Fund - Growth	100	-	-	86,584
HDFC Liquid Fund - Growth	1,000	-	-	6,742
Principal Cash Management Fund - Growth	1,000	-	13,950	13,612
ICICI Prudential Savings Fund Reg Growth	100	-	111,827	-

(All amounts in ₹ Lakhs, unless otherwise stated)

	Face Value (in ₹)	Number of units As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Franklin India Ultra Short Bond Fund - Super IP - Growth	10	-	1,050,403	-
Kotak Treasury Advantage Fund - Reg - Growth	10	-	883,288	-
Indiabulls Liquid Fund – Growth	1,000	**148,154**	14,239	-
DHFL Pramerica Ultra Short-Term Fund - Growth	10	-	1,138,077	-
Reliance quarterly Interval Fund - Growth	10	**12,826,707**	-	-
UTI Money Market - IP - Growth	10	**14,330,480**	-	-
L&T Liquid Fund - Regular – Growth	1,000	**107,456**	-	-
SBI Magnum Insta Cash Fund - Liquid Floater - Regular Plan - Growth	1,000	**87,075**	-	-
ICICI Prudential Money Market Fund - Growth	100	**1,045,432**	-	-
DHFL Pramerica InstaCash Fund Plus - Growth	100	**1,112,678**	-	-
UTI Income Opportunities Fund -Growth	10	**13,066,435**	-	-
HSBC Cash Fund - Growth	1,000	**58,002**	-	-
Aditya Birla Sun Life Savings Fund - Growth	100	**179,576**	-	-
ICICI Prudential Flexible Income - Growth	100	**184,175**	-	-
HDFC F R I F - STF - WP - Growth	10	**2,028,624**	-	-
LIC MF Liquid Fund - Regular Plan – Growth	1,000	**1,603**	-	-
Franklin India Short Term Income Plan- Retail Plan	1,000	**56,967**	-	-
Franklin India Low Duration Fund -Growth	10	**10,400,968**	-	-
Kotak Low Duration Fund – Std –Growth	1,000	**97,754**	-	-

14 Trade receivable

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Unsecured (Refer below note)			
Considered good	**443**	378	
Considered doubtful	**13**	88	
Less : Allowance for bad and doubtful debts	**(13)**	(88)	
Total	**443**	**378**	**431**

Note: Credit risk is perceived only in case of receivables overdue for more than 180 days. The following table gives details of risk concentration in respect of percentage of receivables overdue for more than 180 days:

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Receivables overdue for more than 180 days	**13**	88	
Total Receivables	**456**	466	
Overdue for more than 180 days as a % of total receivables	**2.85%**	18.88%	
Amount provided against receivables overdue for more than 180 days	**13**	**88**	**38**
Movement in expected credit loss allowance :			
Opening balance	**88**	38	
Movement in expected credit loss allowance (Refer note 34)	**(75)**	50	
Closing balance	**13**	**88**	**38**

(All amounts in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
15	**Cash and cash equivalents**			
	Cash and cash equivalents consists of the following:			
	Balances with banks			
	Current accounts	**10**	5	49
	Interim dividend account	**3**	-	-
	Cash on hand	**-**	-	-
	Total	**13**	**5**	**49**
16	**Bank balances other than cash and cash equivalents**			
	In fixed deposit with banks having maturity for more than 3 months but less than 12 months (Refer note 16.1)	**3,001**	7,840	7,400
	Total	**3,001**	**7,840**	**7,400**

16.1 As at 31 March 2018, 31 March 2017 and 1 April 2016 fixed deposits of Nil, 7,340 and 5,000 respectively with HSBC Bank were under lien for stand by documentary credit (SBDC) of US$ 10 million given by HSBC Bank, for the term loan availed by Majesco, USA, subsidiary of the Company

As at 31 March 2018, 31 March 2017 and 1 April 2016 fixed deposits of Nil, 500 and 2400 respectively was made with Yes Bank for PCFC facility availed by Majesco Software and Solutions India Private Limited, step down subsidiary of the Company. As at 31 March 2018, fixed deposits of 500 (Previous Year Nil) with Standard Chartered Bank were under lien for PCFC facility availed by Majesco Software and Solutions .India Private Limited, step down subsidiary of the Company.

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
17	**Current financial assets - others**			
	Reimbursable expenses receivables	**-**	440	639
	Margin money deposit	**-**	2	22
	Unbilled revenue considered good	**301**	217	211
	Interest accrued on fixed deposits	**36**	36	138
	Total	**337**	**695**	**1010**

17.1 As at 31 March 2018 - Nil, 31 March 2017 - Fixed Deposit of 2 was held as security for bank guarantee of 2 given to Maharashtra Pollution Control Board, 1 April 2016 - 22 was held as security for bank guarantee of which 20 given to Life Insurance Corporation of India in lieu of earnest money deposit.

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
18	**Income tax assets**			
	Advance income tax (net)	**13**	450	120
	Total	**13**	**450**	**120**
19	**Other current assets**			
	Gratuity fund - excess of fund balance over obligation (Refer note 38)	**18**	13	2
	Advances to suppliers	**28**	30	33
	Advances to employees	**1**	2	2
	Prepaid expenses	**36**	28	60
	Balance with statutory authorities	**73**	21	24
	Other advances (Refer below note)	**248**	75	75
	Total	**404**	**169**	**196**

Note: Share of stamp duty 248, (31 March 2017 - 75 and 1 April 2016 - 75), against demand on Mastek Limited by the office of the Superintendent of Stamps, Gandhinagar, for implementation of the demerger scheme, paid under protest.

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
20 Equity share capital			
The Company has only one class of equity share capital having a par value of ₹ 5/- each			
Authorized			
50,000,000 (31 March 2017: 30,000,000, 1 April 2016: 30,000,000) Equity Shares of ₹ 5/- each	**2,500**	1,500	1,500
Total	**2,500**	**1,500**	**1,500**
Issued, subscribed and paid up			
28,122,396 (31 March 2017: 23,363,035, 1 April 2016: 23,052,401) equity shares of ₹ 5/- each fully paid	**1,406**	1,168	1,153
Total	**1,406**	**1,168**	**1,153**

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	31 March 2018		31 March 2017		1 April 2016	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Outstanding at the beginning of the year	23,363,035	1,168	23,052,401	1,153	-	-
Add : Shares issued on exercise of options	315,512	16	310,634	15	-	-
Add : Shares issued under QIP (Refer note (b) below)	4,443,849	222	-	-	-	-
Outstanding at the end of the year	**28,122,396**	**1,406**	**23,363,035**	**1,168**	**23,052,401**	**1,153**

(b) During the year, Company has issued 44,43,849 Equity shares of ₹ 5/- each for cash pursuant to qualified institutional placement (QIP) for inorganic growth, including through overseas subsidiaries and step down subsidiaries, investment in subsidiaries, repayment and prepayment debt, working capital and other corporate purpose, as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations at ₹ 520 per share aggregating to 22,527 including share premium, less issue expenses. This issue was fully subscribed and allotment was completed on 1 February 2018. As at 31 March 2018 the funds remain unutilized for the purpose received and has been temporarily invested in fixed deposit with banks and in mutual funds.

(c) Rights, preferences and restrictions attached to shares:

Equity Shares: The Company has only one class of equity shares having par value of ₹ 5/- per share. Each shareholder is entitled to one vote per share held. Dividend if any declared is payable in Indian Rupees. The special dividend declared by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Ashank Desai	3,099,552	11.02%	3,099,552	13.27%	3,099,552	13.45%
Sudhakar Venkatraman Ram	2,081,763	7.40%	2,634,763	11.28%	2,791,680	12.11%
Ketan Mehta	2,619,100	9.31%	2,519,100	10.78%	2,519,100	10.93%
Radhakrishnan Sundar	-		1,390,161	5.95%	1,445,800	6.27%
DSP Blackrock Micro	-		1,307,989	5.60%	-	
Total	**7,800,415**	**27.73%**	**10,951,565**	**46.88%**	**9,856,132**	**42.76%**

(All amounts in ₹ Lakhs, unless otherwise stated)

(e) No class of shares have been issued as bonus shares or for consideration other than cash by the Company since its incorporation.

(f) Shares reserved for issue under options (Refer Note 39 (a))	2,252,012	2,398,300	3,072,633

(g) No class of shares have been bought back by the Company during the period of five years immediately preceding the current year end.

(h) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company in proportion to the number of equity shares held by them.

21 Other equity

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
(A) Employee stock options outstanding account			
The Employee stock options outstanding account is used to record the fair value of equity-settled share based payment transactions. The amounts recorded in this account are transferred to share premium upon exercise of stock options. In case of cancellation of options, corresponding balance is transferred to Retained earnings.			
Opening balance	**1,667**	1,055	-
Add: Employee stock compensation expenses	**144**	119	-
Add: Fair value of employee stock options given to employees of subsidiaries	**450**	711	-
Less: Transferred to securities premium on exercise of stock options	**(242)**	(92)	-
Less: Transferred to retained earnings on cancellation of vested/ unvested options	**(131)**	(126)	-
Closing balance	**1,888**	**1,667**	**1,055**
(B) Securities premium reserve			
Amounts received (on issue of shares) in excess of the par value has been classified as securities premium.			
Opening balance	**680**	255	-
Add : Addition on account of issue of shares on exercise of options under ESOP	**368**	333	-
Add : Addition on account of issue of shares under QIP (net of issue expenses 581)	**22,305**	-	-
Add : Transferred from employee stock options outstanding account on exercise of options	**242**	92	-
Closing balance	**23,595**	**680**	**255**

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
(C) General reserve			
This represents appropriation of profit by the Company.			
Opening balance	**2,806**	2,806	**-**
Closing balance	**2,806**	**2,806**	**2,806**

(All amounts in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
(D)	**Retained earnings**			
	Retained earning comprise of the Company's prior years' undistributed earnings after taxes.			
	Opening balance	**21,002**	20,730	-
	Add: Net profit for the current year	**1,435**	128	-
	Add : Remeasurement gains on gratuity plan	**10**	18	-
	Add: Transferred from Employee stock options outstanding account on cancellation of vested/unvested options	**131**	126	-
	Less: Special dividend including tax	**(283)**	-	-
	Closing balance	**22,295**	**21,002**	**20,730**
	Total	**50,584**	**26,155**	**24,845**
22	**Other non-current financial liabilities**			
	Security deposits (Refer note 40 (D) (iv))	**354**	405	298
	Total	**354**	**405**	**298**
23	**Non-current provisions**			
	Provision for employee benefits (Refer note 38(c))			
	Provision for leave encashment (unfunded)	**52**	49	51
	Total	**52**	**49**	**51**
24	**Other non-current liabilities**			
	Deferred lease liability (Refer note 40 (D) (iv))	**33**	61	89
	Total	**33**	**61**	**89**
25	**Trade payables**			
	Total outstanding dues of micro enterprises and small enterprises	**-**	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises	**104**	60	47
	Total (I)	**104**	**60**	**47**

25.1 Based on the information available with the Company, there are no outstanding dues and payments made to any supplier of goods and services beyond the specified period under Micro, Small and Medium Enterprises Development Act, 2006 [MSMED Act]. There is no interest payable or paid to any suppliers under the said Act.

26	**Other financial liabilities**			
	Capital creditors	**46**	-	5
	Accrued expenses	**448**	570	132
	Employee payables	**96**	97	103
	Credit balances in bank accounts	**-**	13	135
	Unpaid dividend	**3**	-	-
	Other payables	**114**	107	81
	Total (II)	**707**	**787**	**456**
	Total financial liability (I+II)	**811**	**847**	**503**

(All amounts in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
27	**Other current liabilities**			
	Unearned revenue	**26**	45	32
	Deferred lease liability (Refer note 40 (D) (iv))	**28**	28	28
	Statutory dues payable	**112**	106	54
	Total	**166**	**179**	**114**
28	**Current provisions**			
	Provision for leave encashment (unfunded) (Refer note 38)	**16**	17	17
	Total	**16**	**17**	**17**

		Year ended 31 March 2018	Year ended 31 March 2017
29	**Revenue from operations**		
	Information technology services	**1,999**	1,527
	Reimbursement of expenses from customers	**-**	33
	Total	**1,999**	**1,560**
30	**Other income**		
	Rental income	**905**	868
	Interest income - on fixed deposits	**255**	539
	Income from sale of investments (mutual funds)	**207**	51
	Fair valuation adjustments of investments (mutual funds)	**442**	41
	Guarantee commission (Refer note 40 (C) (iii))	**31**	70
	Miscellaneous income	**18**	2
	Total	**1,858**	**1,571**
31	**Employee benefits expense**		
	Salaries, wages, bonus and other allowances	**1,252**	1,160
	Contribution to provident fund, ESI and other funds (Refer note 38)	**64**	56
	Gratuity Expenses	**13**	16
	Compensated absences expense	**12**	11
	Employee stock option scheme compensation (Refer note 39)	**144**	119
	Staff welfare expenses	**29**	21
	Total	**1,514**	**1,383**
32	**Finance costs**		
	Interest on borrowings	**-**	56
	Other finance charges	**28**	28
	Total	**28**	**84**
33	**Depreciation and amortization expense**		
	Depreciation on plant, property and equipment (Refer note 6)	**63**	43
	Depreciation on investment property (Refer note 7)	**42**	38
	Amortization on other intangible assets (Refer note 8)	**5**	-
	Total	**110**	**81**

(All amounts in ₹ Lakhs, unless otherwise stated)

		Year ended 31 March 2018	Year ended 31 March 2017
34	**Other expenses**		
	Travelling and conveyance	**51**	68
	Consultancy and sub-contracting charges (Refer note 40 (C) (ii))	**740**	568
	Professional fees (Refer (a) below)	**115**	242
	Hardware and software expenses	**-**	36
	Provision/(reversal) for doubtful debts, net (Refer note 14)	**(75)**	50
	Bad debts written off	**45**	-
	Repairs and maintenance		
	Buildings	**36**	91
	Others	**94**	73
	Advertisement and publicity	**9**	15
	Communication charges	**10**	9
	Recruitment and training expenses	**3**	1
	Rates and taxes	**61**	40
	Insurance	**15**	18
	Electricity	**24**	20
	Membership and subscription	**1**	6
	Hire Charges	**4**	8
	CSR expenditure / Donations	**7**	8
	Stock exchange listing fees	**9**	10
	Loss on foreign currency transactions and translation (net)	**-**	2
	Miscellaneous expenses	**24**	5
	Total	**1,173**	**1,270**
	Professional fees include payment to auditors (excluding GST) :		
	(a) As auditor :		
	Statutory audit	**9**	8
	Limited review	**6**	6
	Audit of Consolidated financial statements	**6**	6
	Other matters - certification fees	**1**	1
	Reimbursement of expenses	**-**	1
	Total	**22**	**22**
	(b) Other expenses shown above are net of reimbursable expenses recovered from subsidiaries under appropriate line items		
35	**Exceptional items**		
	(Profit) on sale of investment properties	**(1,063)**	-
	Demerger expenses - rates and taxes	**10**	225
	Total	**(1,053)**	**225**

(a) During the year the Company has made a profit on sale of investment property of 1,063. The Company vide a deed of assignment dated 1 August 2017 sold all of its rights, title and interest in relation to the property located at Pune, Maharashtra in favour of buyer for a net consideration of 1,559. The said transaction was completed on 1 August, 2017.

(b) During the previous periods the Company had provided 225 on account of stamp duty arising from demerger. The balance amount was paid in the current year under protest and delayed payment cost of another 10 has been provided.

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
36 Income Tax			
(a) Deferred tax relates to the following:			
Deferred tax assets			
On property, plant and equipment	**87**	128	131
On provision for employee benefits	**19**	22	22
On disallowance u/s 35DD of Income Tax Act, 1961	**63**	113	75
On provision for doubtful debts	**4**	29	12
	173	**292**	**240**
Deferred tax liabilities			
On re-measurements gain/(losses) on current investment	**137**	14	1
On others	**1**	2	1
	138	**16**	**2**
Deferred tax income	35	276	238
Deferred tax asset, net	**35**	**276**	**238**
(b) Reconciliation of deferred tax assets/ (liabilities) (net):			
Opening balance	**276**	238	-
Tax (liability)/asset recognized in Statement of Profit and Loss	**(238)**	38	-
Tax liability recognized in OCI :			
On re-measurements gain/(losses) of post-employment benefit obligations	**(3)**	-	-
Closing balance	**35**	**276**	**238**

	As at 31 March 2018	As at 31 March 2017
(c) Deferred tax assets/ (liabilities) to be recognized in Statement of Profit and Loss		
Tax liability	**(238)**	-
Tax asset	**-**	38
Total	**(238)**	**38**
(d) Income tax expense		
- Current tax	**412**	(2)
- Deferred tax charge / (income)	**238**	(38)
Total	**650**	**(40)**

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017
(e) Reconciliation of tax charge		
Profit before tax	**2,085**	88
Income tax expense on the same at tax rates applicable	**602**	29
Tax effects of:		
Impact of lower effective tax rates on rental income	**(70)**	(81)
Impact of different tax rates on capital gain	**(134)**	-
MAT credit not recognised	**242**	-
Impact of deferred tax created at a different rate	**22**	-
Expenses disallowed	**(28)**	43
Short term capital gain setoff against carry forward capital losses	**(11)**	(17)
ESOP expenses not considered for income tax	**40**	39
Prior year tax credits	**(13)**	(53)
Income tax expense	**650**	**(40)**

37 Earnings per share

Basic earnings per share amounts are calculated by dividing the profit/loss for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the profit/loss attributable to equity holders after adjusting by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on outstanding stock options

	As at 31 March 2018	As at 31 March 2017
The components of basic and diluted earnings per share for total operations are as follows:		
(a) Net profit attributable to equity shareholders	**1,435**	128
(b) Weighted average number of outstanding equity shares considered for basic EPS	**24,230,766**	23,238,779
Add : Effect of dilutive potential equity shares arising from outstanding employee stock options	**1,291,023**	1,443,488
Considered for diluted EPS	**25,521,789**	24,682,267
(c) Earnings per share (Face value per share ₹ 5/- each(Previous year ₹ 5/- each)		
Basic earnings per share (₹)	**5.92**	0.55
Diluted earnings per share (₹)	**5.62**	0.52

* The weighted average number of shares takes into account the weighted average effect of changes arising from issue of new shares and ESOP transactions during the year.

	As at 31 March 2018	As at 31 March 2017
38 Employee benefits		
(A) Defined contribution plans		
During the year, the company has recognized the following amounts in the Statement of Profit and Loss (Refer note 31)		
Contribution to provident fund	**44**	48
Contribution to superannuation fund	**11**	7
Contribution to national pension scheme	**8**	-
Contribution to employees' deposit linked insurance	**1**	1
Total	**64**	**56**

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017
(B) Defined benefit plans - Gratuity		
Liability for employee defined benefits plan has been determined by an Actuary, appointed for the purpose, in conformity with the principle set out in the Indian Accounting Standard -19 the details of which are as under. The liability is fully funded through and approved trust with Life Insurance Corporation of India.		
i) Actuarial assumptions		
Discount rate (per annum)	**7.75%**	7.45%
Rate of increase in salary	**7.00%**	7.00%
Expected average remaining working lives of employees (years)	**26.96**	27.44
Attrition rate (across various age groups)	**0 - 22%**	5-15%
Expected rate of return on plan assets	**7.50%**	7.50%
ii) Changes in the present value of defined benefit obligation		
Present value of obligation at the beginning of the year	**96**	111
Current service cost	**15**	17
Past service cost	**-**	-
Interest on defined benefit obligation	**7**	8
Actuarial (gain)/ loss on obligations	**(13)**	(28)
Benefits paid	**-**	(12)
Present value of obligation at the end of the year	**105**	**96**
iii) Change in fair value of assets		
Fair value of plan assets - opening	**109**	113
Expected return on plan assets	**8**	9
Remeasurement due to; actual return on planned assets less interest on planned assets	**1**	(1)
Employer's contribution	**6**	-
Benefits paid	**-**	(12)
Fair value of plan assets - closing	**124**	**109**

	Year ended 31 March 2018	Year ended 31 March 2017
iv) Expense recognized as Employee benefits expense in the Statement of Profit and Loss		
Current service cost	**15**	17
Past service cost	**-**	-
Administrative expense	**-**	-
Interest on net defined benefit liability / (asset)	**(2)**	(1)
(Gains) / losses on settlement	**-**	-
Total	**13**	**16**
v) Expense / (income) recognized as OCI in the Statement of Profit and Loss		
Remeasurements during the year due to:		
Changes in financial assumptions	**(3)**	(14)
Changes in demographic assumptions	**(1)**	-
Experience adjustments	**(9)**	(14)
Actual return on plan assets less interest on plan assets	**(1)**	1
Adjustment to recognize the effect of asset ceiling	**1**	-
Total	**(13)**	**(27)**

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
vi) Assets and liabilities recognized in the Balance Sheet:			
Present value of funded defined benefit obligation - opening	**105**	96	111
Fair value of plan assets	**(123)**	(109)	(113)
Net liability/ (asset) recognized in Balance Sheet	**(18)**	(13)	(2)
Included in other current assets (Refer note 19)	**(18)**	(13)	(2)

	As at 31 March 2018	As at 31 March 2017
vii) Expected contribution to the fund in the next year	**10**	10

viii) Sensitivity Analysis

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future escalation rate.A quantitative sensitivity analysis for significant assumption is as shown below:

Impact on defined benefit obligation		
Discount rate		
0.5% increase	**-4.27%**	-4.31%
0.5% decrease	**4.63%**	4.67%
Rate of increase in salary		
0.5% increase	**4.64%**	4.67%
0.5% decrease	**-4.32%**	-4.35%
ix) Maturity profile of defined benefit obligation		
Year		
Apr 2017- Mar 2018	**-**	14
Apr 2018- Mar 2019	**16**	6
Apr 2019- Mar 2020	**15**	13
Apr 2020- Mar 2021	**5**	5
Apr 2021- Mar 2022	**5**	5
Apr 2022- Mar 2023	**5**	5
Apr 2023 onwards	**215**	180

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
(C) Defined benefit plans - leave encashment			
i) Assets and liabilities recognized in the Balance Sheet:			
Opening Balance	**66**	68	-
Charged during the year (Refer note 31)	**12**	11	-
Amount paid during the year	**(10)**	(13)	-
Net liability recognised in Balance Sheet	**68**	**66**	**68**
Included in non-current provision (Refer note 23)	**52**	49	51
Included in current provision (Refer note 28)	**16**	17	17

(All amounts in ₹ Lakhs, unless otherwise stated)

39 Employee Stock Option Scheme

(a) Nature and extent of employee stock option scheme that existed during the year:

Plan I

The company introduced the employee stock option scheme as a part of the scheme of arrangement, approved by the Hon'ble High Court of Gujarat and Hon'ble High Court of Bombay (Refer note 48). On the date of demerger all employees of Mastek who were having options of Mastek Limited were granted equal number of options of the Company.

The Company introduced the scheme for granting up to 8,000,000 stock options to the employees, each option representing one equity share of the Company. The exercise price is to be determined by the Nomination and Remuneration Committee ("Committee") and such price may be the face value of the share from time to time or may be the market price or any other price as may be decided by the Committee and will be governed by the Securities and Exchange Board of India (SEBI) (Share based employee benefits) Regulations, 2014. The first vesting of the stock options shall happen only on completion of one year from the date of grant and the options are exercisable within seven years from the date of vesting.

The Company has granted employee stock options to its employees and also to employees of its direct and indirect subsidiaries. As per the demerger scheme of Mastek (Refer note 48) employees of Mastek Limited who are having options of Mastek on date of demerger were granted equal number of options of the Company. These options are mostly granted at the market price on the date of grant. As per the SEBI guidelines, the excess of market price of the underlying equity shares as of the date of the grant of the options over the exercise price of the option were recognised and amortised on a straight line basis over the vesting period in the previous GAAP. On the date of transition to Ind-AS i.e. 1 April 2016, the Company carried out a fair valuation of all the unvested options as on that date and debited Retained earnings by 214 and 30 on account of options relating to employees of Mastek Limited and the Company respectively with a credit to the employee stock option outstanding account considering the same as equivalent to cost of employee stock option granted by Mastek Limited to employees of Majesco Group as per the said scheme of demerger since the management of the Company does not expect a separate recovery of the same amount from Mastek Limited or recovery from the Company by Mastek Limited. Accordingly no further adjustments for fair value have been made in respect of the options granted to Mastek employees.

The fair value of the unvested options relating to the employees of its subsidiaries and step down subsidiaries amounting to 677 was debited to investment in subsidiary account with the corresponding credit to the employee stock options outstanding account.

For the year ended 31 March 2018 and 31 March 2017 the fair value of the options both vested and unvested options granted to the employees of the Company was determined and the incremental amount of 144 and 119 respectively were charged to the employee benefit expense with a corresponding credit to employee stock options outstanding account.

For the year ended 31 March 2018 and 31 March 2017 similar amount relating to employees of its subsidiaries and step down subsidiaries amounting to 450 and 685 net of recoveries respectively was debited to the investment in subsidiary account with the corresponding credit to employee stock options outstanding account. In addition during the year ended 31 March 2017 intrinsic value of the options both vested and unvested granted to employees of Mastek Limited amounting to 16 was recovered from them.

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year

	As at 31 March 2018		As at 31 March 2017	
	Number	WAEP (₹)	Number	WAEP (₹)
Options outstanding at beginning of the year	2,398,300	189.55	3,072,633	187.16
Add:				
Options granted during the year	347,000	205.76	77,500	511.48
Less:				
Options exercised during the year	315,512	121.89	310,634	112.16
Options lapsed during the year	70,651	160.38	100,483	192.21
Options cancelled during the year	107,125	389.77	340,716	311.01
Options outstanding at the end of the year	**2,252,012**	**193.05**	**2,398,300**	**189.55**
Options exercisable at the end of the year	1,355,487		1,206,310	

The fair value of each option is estimated on the date of grant using the Black Scholes model. The following tables list the inputs used on the date of grant for the years ended:

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Dividend yield (%)	**0%**	0%	0%
Risk free interest rate (%)	**6.98%**	7.19%	7.75%
Expected life of share options (years)	**6 years**	6 years	6 years
Expected volatility (%)	**48.59%**	51.62%	48.94%
Weighted average share price (₹)	**377.74**	513.40	385.67

	As at 31 March 2018	As at 31 March 2017
(b) Stock options exercised during the year :		
Number of options exercised during the year	**315,512**	310,634
Weighted average share price at the date of exercise (₹)	**121.89**	112.16

(c) For stock options outstanding at the end of the year, the range of exercise prices and weighted average remaining contractual life (vesting period + exercise period)

	Options Outstanding	Weighted Average Exercise Price (₹)	Weighted Average remaining Contractual Life (years)
As at 31 March 2018			
Range of exercise price (INR)			
5-100	**786,343**	**57**	**5.17**
101-200	**582,174**	**121**	**5.39**
Above 200	**883,495**	**361**	**7.34**
As at 31 March 2017			
Range of exercise price (INR)			
5-100	850,545	67	5.47
101-200	746,380	127	5.93
Above 200	801,375	378	7.94

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
(d) Information on stock options granted during the year :			
Number of options granted during the year	**347,000**	77,500	991,000
Option pricing model used		Black-Scholes option-pricing model	
Weighted average share price (INR)	**378**	513	386
Exercise price (INR)	**206**	511	381
Expected volatility (%)	**48.59%**	51.62%	48.94%
Option life (vesting period + exercise period)	**5.84 years**	6 years	6 years
Dividend yield (%)	**0%**	0%	0%
Risk free interest rate (%)	**6.98%**	7.19%	7.75%

(All amounts in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
(e)	Effect of share-based payment plan on the Balance Sheet and Statement Profit and Loss :			
	Employee stock options outstanding account (Refer note 21)	**1,888**	1,667	1,055
	Employee stock compensation expenses (Refer note 31)	**144**	119	-

40 Related Party Disclosures

(A) Names of related parties and description of relationship as identified and certified by the Company as at 31 March 2018

	Name of the Related Party	Country	Relationship
1	Majesco	USA	Subsidiary
2	Majesco Software and Solutions Inc.	USA	Step down subsidiary
3	Majesco (UK) Ltd.	United Kingdom	Step down subsidiary
4	Majesco Software And Solutions India Private Ltd.	India	Step down subsidiary
5	Majesco Canada Ltd.	Canada	Step down subsidiary
6	Majesco Sdn Bhd.	Malaysia	Step down subsidiary
7	Majesco (Thailand) Co. Ltd.	Thailand	Step down subsidiary
8	Majesco Asia Pacific Pte Ltd.	Singapore	Step down subsidiary
9	Cover-All Systems Inc.	USA	Step down subsidiary

(B) Other related parties with whom the Company had transactions during the year

List of key management personnel:

Farid Kazani (Managing Director)

Radhakrishnan Sundar (Executive Director)

Kunal Karan (Chief Financial Officer)

Nishant Shirke (Company Secretary) Resigned wef 17/4/2018

(C) Details of transactions with related party in the ordinary course of business:

		Year ended 31 March 2018	Year ended 31 March 2017
i.	Rental income (Refer note 30)		
	Majesco Software and Solutions India Private Ltd.	**870**	868
ii.	Consultancy and sub-contracting charges (Refer note 34)		
	Majesco Software and Solutions India Private Ltd.	**693**	552
iii.	Guarantee commission (Refer note 30)		
	Majesco	**31**	70
iv.	Reimbursable / other expenses recovered		
	Majesco	**24**	143
	Majesco Software and Solutions Inc.	**46**	9

(All amounts in ₹ Lakhs, unless otherwise stated)

		Year ended 31 March 2018	Year ended 31 March 2017
	Majesco (UK) Ltd.	**7**	4
	Majesco Software and Solutions India Private Ltd.	**214**	738
v.	Reimbursement of expenses		
	Majesco Software and Solutions India Private Ltd.	**-**	1
vi.	Remuneration to key management personnel		
	Farid Kazani	**213**	139
	Radhakrishnan Sundar	**27**	27
	Kunal Karan	**39**	39
	Nishant Shirke	**16**	11

vii. Other benefits to key management personnel

For the year ended 31 March 2018	Provident Fund	National Pension Scheme	Gratuity	Leave encashment	Superannuation	Share based benefit
Farid Kazani	5	4	1	3	7	98
Radhakrishnan Sundar	3	-	-	-	-	-
Kunal Karan	2	1	-	1	3	8
Nishant Shirke	-	-	-	-	-	2
For the year ended 31 March 2017						
Farid Kazani	4	-	-	3	5	80
Radhakrishnan Sundar	3	-	-	-	-	-
Kunal Karan	1	-	-	1	1	11
Nishant Shirke	-	-	-	-	-	2

		Year ended 31 March 2018	Year ended 31 March 2017
viii.	Consideration received by Company on exercise of options		
	Kunal Karan	-	2
	Farid Kazani	94	-
ix.	Fair value of vested and unvested options granted to employees of Majesco and step down subsidiaries debited to the carrying value of investment in Majesco.	450	685

(D) Amount due to / from related party

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
i	Reimbursable expenses receivable:			
	Majesco	**-**	-	103
	Majesco Software and Solutions Inc.	**-**	2	17
	Majesco (UK) Ltd.	**-**	1	9
	Majesco Software and Solutions India Private Ltd.	**-**	403	485
ii	Trade payables:			

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Majesco Software and Solutions India Private Ltd.	**63**	-	-
iii. Advances received:			
Majesco	**68**	122	-
iv. Other liabilities:			
Security and other deposits (Refer note 22)			
Majesco Software and Solutions India Private Ltd.	**352**	325	299
Deferred lease liability (Refer note 24 ,27)			
Majesco Software and Solutions India Private Ltd.	**61**	89	117

(E) Term and conditions of transactions with related parties :

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

41 Contingent liabilities and commitments

(a) Guarantee given for working capital facility availed by Majesco, USA subsidiary of the company, from ICICI Bank	-	-	1,524
(b) Corporate guarantee secured by lien on mutual funds with initial cost of 8,000 (2017: by pledge of fixed deposit of 7,340, 2016: by pledge of fixed deposit for 5,000) given to HSBC India for SBDC favouring HSBC Bank USA National Association for extending a term loan to the extent of US$ 10 million to Majesco, USA, a subsidiary of the company (Refer note 13 and 16)	**6,518**	6,485	4,505
(c) Lien marked on fixed deposit of the Company with Standard Chartered Bank for PCFC granted to step-down subsidiary (Refer note 16)	**500**	-	-
(d) Share of stamp duty against demand by the office of the Superintendent of Stamps, Gandhi Nagar, for implementation of the demerger scheme.	-	-	171
Total	**7,018**	**6,485**	**4,676**

42 Capital and other commitments

Capital commitments :

Estimated amount of contract remaining to be executed on capital account not provided for	-	95	-

43 Segment reporting

As per Ind AS 108 - Operating Segment, if a financial report contains both consolidated financial statements of a parent that is within the scope of this Ind AS as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly, information required to be presented under Ind AS 108 - Operating Segment has been given in the consolidated financial statements of the Company.

(All amounts in ₹ Lakhs, unless otherwise stated)

44 Fair values of financial assets and financial liabilities

The Group's financial instruments consist primarily of cash and cash equivalents, short term investments in time deposits, restricted cash, accounts receivables, unbilled accounts receivable, accounts payable, and accrued liabilities. The carrying amount of cash and cash equivalents, short term investments in time deposits, restricted cash, accounts receivables, unbilled accounts receivable, accounts payable and accrued liabilities as of the reporting date approximates their fair market value due to the relatively short period of time of original maturity tenure of these instruments.

45 Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

No financial assets/liabilities have been valued using level 3 fair value measurements.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Level 1 (Quoted price in active markets)			
Investments in mutual funds FVTPL	**30,880**	1,408	1,033
Level 2 (Based on observable inputs)			
Disclosure of fair value of investment property (Refer note 7)	**10,377**	10,377	10,377

46 Financial risk management objectives and policies

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. We are exposed to market risk primarily due to fluctuations in interest rates as described more fully below. We do not hold or issue derivative financial instruments for trading or speculative purposes.

Interest rate risk :

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's investments.

Interest rate sensitivity :

Our exposure to market risk for changes in interest rates relates primarily to our cash and cash equivalents, other bank balances and investments. We do not use derivative financial instruments to hedge interest rate exposure. Our cash and cash equivalents, other bank balances and investments as of 31 March 2018, 31 March 2017 and 1 April 2016 were 33,894, 9,253 and 8,482 respectively. We invest primarily in highly liquid, money market funds and bank fixed deposits. Because of the short-term nature of the majority of the interest-bearing securities we hold, we believe that a 10% fluctuation in the interest rates applicable to our cash and cash equivalents and investments would not have a material effect on our financial condition or results of operations.

(All amounts in ₹ Lakhs, unless otherwise stated)

(B) Credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents, time deposits, and accounts receivables. The Company maintains its cash and cash equivalents, time deposits, with banks having good reputation, good past track record, and who meet the minimum threshold requirements under the counterparty risk assessment process, and reviews their credit-worthiness on a periodic basis. Accounts receivables of the Company are typically unsecured. As there is no independent credit rating of the customer available with the Company, Management reviews the creditworthiness of customers based on their financial position, past experience and other factors. The Company perform ongoing credit evaluations of their customers' financial condition and monitor the creditworthiness of their customers to which they grant credit terms in the normal course of business.

(C) Liquidity risk

The Company's current assets aggregate to 35,090 (31 March 2017 - 10,945, 1 April 2016 - 10,239) including current investments, cash and cash equivalents and bank balances against aggregate current liability 994 (31 March 2017 - 1,043, 1 April 2016 - 633) non current liabilities amounting to 439 (31 March 2017 - 515, 1 April 2016 - 438) on the reporting date. While the Company's total equity stands at 51,990 (31 March 2017 - 27,323, 1 April 2016 - 25,999), it has no borrowings. Hence liquidity risk or risk that the Company may not be able to settle or meet its obligations as they become due does not exist.

47 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Board of Directors of the Company in the meeting held on 3 August 2017 approved the payment of Special Dividend @ ₹ 1/- per share (face value ₹ 5/- per share), to eligible shareholders. Accordingly the Company has appropriated 235 on account of Special Dividend and 48 being tax thereon, during the financial year. As on 31 March 2018, 3 is still to be paid. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of non-current borrowings. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Total equity	(i)	**51,990**	27,323	25,998
Total debt	(ii)	**-**	-	-
Overall financing	(iii) = (i) + (ii)	**51,990**	27,323	25,998
Gearing ratio	(ii)/ (iii)	**NA**	NA	NA

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2018, 31 March 2017. In case of capital raised during the year also (Refer note no 20 (b)).

48 Demerger from Mastek Limited and slump sale to Majesco Software and Solutions India Private Limited

(a) Pursuant to a Scheme of Arrangement (the "scheme") under section 391 to 394 read with Section 100 to 103 and other applicable provision of the Companies Act, 1956 and other applicable provision of the Companies Act, 2013, the Board of Directors of Mastek Limited ("Mastek"), at its meeting held on 15 September 2014, had approved the demerger of the Insurance Products and Services business of Mastek, into the Company (formerly known as Minefields Computers Limited), followed by transfer by the Company of the offshore insurance operations business in India to Majesco Software and Solutions India Private Limited ("MSSIPL") a wholly owned subsidiary of Majesco Software and Solutions Inc., USA ("MSSUS") a step down subsidiary of the Company, retaining the domestic operations with the Company.

The appointed date of the scheme was 1 April 2014 and the appointed date for transfer of the offshore insurance operation business transfer was 1 November 2014. Mastek obtained necessary approvals for the scheme under clause 24(f) of the Listing Agreement with the BSE and NSE from SEBI on 9 December 2014. The scheme has also been approved by the Hon'ble High Court of Bombay and Hon'ble High Court of Gujarat and on filing with the Registrar of Companies ("ROC") the said scheme became effective from 1 June 2015. As specified in the scheme, Mastek shareholders have been issued one equity share in the Company for every share held in Mastek, while retaining their existing Mastek share. Existing 50,000 equity shares of ₹ 10/- each of the Company (Formerly known as Minefields Computers Limited) were cancelled on 1 June 2015.

The shares of the Company were listed on 19 August 2015 on the BSE and NSE, where Mastek is listed. The demerger has resulted in the transfer of the assets, liabilities, other reserves and surplus, employee stock options outstanding account and hedging reserve account related to the demerged entity from Mastek and accordingly have been given effect to in the financial statements of the Company prepared under previous IGAAP during the year 2015 - 16.

The difference in book value of the above assets net of liabilities and specific reserves and net of transfer to MSSIPL as on 31 March 2015 aggregating to 20,344 have been credited to Retained earnings for the year ended 31 March 2016.

(b) Consequent to transfer of the offshore insurance business in India to MSSIPL, the business with reference to which the Capital Reserve was created stand transferred and is no longer with the company. Hence the capital reserve of 106 has been transferred to General Reserve during the year ended 31 March 2016.

(c) The deferred tax assets arising from difference between the book value of depreciable fixed assets and of their written down value for tax purpose and timing difference of certain expenses relating to the period prior to 1 April 2015 aggregating to 284 has been credited to General Reserve during the year ended 31 March 2016.

(d) Consequent to adoption of Ind AS with effect from 1 April 2016 these have been converted accordingly and transition effect has been given in note no 5.

49 (A) Earnings and expenditure in foreign currency

		As at 31 March 2018	As at 31 March 2017
i)	Earnings in foreign currency		
	Guarantee commission	**31**	70
ii)	Expenditure in foreign currency		
	Professional fees	**153**	-
	Travelling and conveyance	**4**	7

(B) Unhedged foreign currency balances

		Currency	As at 31 March 2018		As at 31 March 2017	
			Foreign currency in lakhs	₹ in lakhs	Foreign currency in lakhs	₹ in lakhs
I.	Assets					
	Trade receivables	USD	-	-	-	3
		GBP	-	-	-	5
	Total Trade receivables		-	-	-	8
	Unhedged Assets		-	-	**-**	**8**
II.	Liabilities					
	Payables (trade and others)	USD	**1**	**78**	2	123
	Total Liabilities		**1**	**78**	2	123
	Unhedged payables		**1**	**78**	**2**	**123**

(All amounts in ₹ Lakhs, unless otherwise stated)

(C) Corporate Social Responsibility Expenditure

As per section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. A CSR committee has been formed by the Company as per the Act. The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013

a) The gross amount required to be spent by the Company during the year is 5 (2017-NA).

b) The details of the amount spent during the year on CSR activities are as follows :

		In Cash	Yet to be paid in cash	Total
1.	Construction/acquisition of any asset	**-**	-	-
2.	On purpose other than (1) above	**7**	-	**7**

50 Previous year figures have been regrouped/ reclassified to conform presentation as per Ind AS as required by Schedule III of the Act.

(Signatures to Note 1 to 50)

For and on behalf of the Board of Director

Farid Kazani
Managing Director
DIN- 06914620

Venkatesh Chakravarty
Non-Executive Chairman and Independent Director
DIN- 01102892

Radhakrishnan Sundar
Executive Director
DIN- 00533952

Kunal Karan
Chief Financial Officer

Varika Rastogi
Company Secretary
M. No - F7864

Place : Navi Mumbai
Date : May 14, 2018

As per our report of even date

For Varma & Varma
Chartered Accountants
FRN: 004532S

Cherian K Baby
Partner
M No: 16043

Place : Navi Mumbai
Date : May 14, 2018

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

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 it's subsidiary company incorporated in India, none of the directors of the Holding Company and it's 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.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and it's 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 it's 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

Cherian K Baby
Partner
M No. 16043

Place: Mumbai
Date: May 14, 2018

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2018

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Note	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
ASSETS				
Non-current assets				
Property, plant and equipment	6	**2,955**	3,490	3,258
Capital work-in-progress		**24**	173	53
Investment property	7	**-**	231	240
Goodwill				
On consolidation	8	**18,892**	18,798	19,248
Others	8	**3,232**	3,209	3,280
Intangible assets	8	**488**	402	96
Financial assets				
Investments	9	**50**	-	-
Loans	10	**371**	298	339
Other assets	11	**65**	36	30
Deferred tax asset (net)	40	**4,623**	3,985	3,722
Income tax assets (net)	12	**604**	810	394
Other non-current assets	12	**152**	223	409
Total non-current assets		**31,456**	**31,655**	**31,070**
Current assets				
Financial assets				
Investments	13	**30,880**	1,759	1,199
Trade receivables	14	**12,832**	8,300	15,195
Cash and cash equivalents	15	**5,976**	7,871	3,861
Bank balances other than cash and cash equivalent	16	**3,001**	7,935	7,500
Loans	17	**9**	35	116
Other assets	18	**6,591**	5,559	6,172
Current tax assets (net)	19	**65**	-	-
Other current assets	20	**2,735**	2,291	2,278
Total current assets		**62,089**	**33,750**	**36,321**
Total assets		**93,545**	**65,405**	**67,391**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	21	**1,406**	1,168	1,153
Other equity	22	**52,923**	28,145	26,476
Total equity		**54,329**	**29,313**	**27,629**
Minority Interest		**7,865**	**7,454**	**6,950**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	23	**3,414**	5,556	4,585
Other financial liabilities	24	**11**	7	827
Provisions	25	**2,192**	2,101	1,872
Other non-current liabilities	26	**2,831**	2,815	2,564
Total non-current liabilities		**8,448**	**10,479**	**9,848**
Current liabilities				
Financial liabilities				
Borrowings	27	**3,429**	1,662	4,605
Trade payables	28	**1,596**	1,429	1,806
Other financial liabilities	29	**10,125**	8,630	9,237
Other current liabilities	30	**6,474**	5,593	6,433
Provisions	31	**1,244**	682	611
Current tax liabilities (net)	32	**35**	163	272
Total current liabilities		**22,903**	**18,159**	**22,964**
Total liabilities		**31,351**	**28,638**	**32,812**
Total equity and liabilities		**93,545**	**65,405**	**67,391**
Summary of significant accounting policies	2			
Other notes	42 to 62			

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors

As per our report of even date

Farid Kazani
Managing Director
DIN- 06914620

Venkatesh Chakravarty
Non-Executive Chairman and Independent Director
DIN- 01102892

For Varma & Varma
Chartered Accountants
FRN: 004532S

Radhakrishnan Sundar
Executive Director DIN- 00533952

Kunal Karan
Chief Financial Officer

Varika Rastogi
Company Secretar**yM. No-F7864**

Cherian K Baby
Partner M No: 16043

Place : Navi Mumbai
Date : May 14, 2018

Place : Navi Mumbai
Date : May 14, 2018

Place : Navi Mumbai
Date : May 14, 2018

Place : Navi Mumbai
Date : May 14, 2018

CONSOLIDATED STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31 MARCH 2018

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Note	Year ended 31 March 2018	Year ended 31 March 2017
Income			
Revenue from operations	33	80,604	82,617
Other income	34	1,092	960
Total income		81,696	83,577
Expenses			
Employee benefits expense	35	57,284	56,622
Finance costs	36	489	784
Depreciation and amortization expense	37	1,785	1,722
Other expenses	38	21,060	23,625
Total expenses		80,618	82,753
Profit before exceptional items and tax		1,078	824
Exceptional items - expense / (income)	39	(1,053)	266
Profit before tax		2,131	558
Income tax expense			
Current tax	40	2,437	147
Deferred tax		(586)	(262)
Total income tax expense		1,851	(115)
Profit for the year		280	673
Other comprehensive income			
Items that will be reclassified to profit or loss			
(i) Net change in fair value of cash flow hedge		5	(59)
Tax on net change in fair value of cash flow hedge		1	20
(ii) Exchange differences on translation of foreign operations		532	(928)
		538	(967)
Items that will not be reclassified to profit or loss		49	408
Remeasurement gains / (losses) on gratuity plan		(13)	(135)
Tax on remeasurement gains / (losses) on gratuity plan		36	273
Total other comprehensive income for the year		574	(694)
Total comprehensive income for the year		854	(21)
Profit / (loss) for the year			
Attributable to equity shareholders of the Company		629	506
Attributable to minority (non controlling) interest		(349)	167
Other comprehensive income for the year		403	(482)
Attributable to equity shareholders of the Company		171	(212)
Attributable to minority (non controlling) interest			
Total comprehensive income for the year		1,033	24
Attributable to equity shareholders of the Company		(179)	(45)
Attributable to minority (non controlling) interest			
Earnings per share	41		
Basic earnings per share (₹)		2.60	2.18
Diluted earnings per share (₹)		2.47	2.05
Summary of significant accounting policies	2		
Other notes	42 to 62		

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors

As per our report of even date

Farid Kazani
Managing Director
DIN- 06914620

Venkatesh Chakravarty
Non-Executive Chairman and Independent Director
DIN- 01102892

For Varma & Varma
Chartered Accountants
FRN: 004532S

Radhakrishnan Sundar
Executive Director
DIN- 00533952

Kunal Karan
Chief Financial Officer

Varika Rastogi
Company Secretary
M. No - F7864

Cherian K Baby
Partner
M No: 16043

Place : Navi Mumbai
Date : May 14, 2018

Place : Navi Mumbai
Date : May 14, 2018

Place : Navi Mumbai
Date : May 14, 2018

Place : Navi Mumbai
Date : May 14, 2018

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2018

(All amounts in ₹ Lakhs, unless otherwise stated)

(A) Equity share capital

	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Equity shares of INR 5/- each issued, subscribed and fully paid						
Opening	23,363,035	1,168	23,052,401	1,153	-	-
Add: issued during the year	4,759,361	238	310,634	15	-	-
Closing	**28,122,396**	**1,406**	**23,363,035**	**1,168**	**23,052,401**	**1,153**

(B) Other equity

Particulars	Reserves and Surplus					Items of OCI		Total
	Capital reserve	Employee stock options outstanding account	Securities premium reserve	General reserve	Retained earnings	Hedging reserve account	Foreign currency translation reserve	
Balance as at 1 April 2016	5,219	1,550	255	4,177	15,184	90	-	26,476
Profit/for the year	-	-	-	-	506	-	-	506
Other comprehensive income	-	-	-	-	273	(39)	(928)	(694)
Adjustment for minority interest	-	-	-	-	(79)	12	279	212
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**700**	**(27)**	**(649)**	**24**
Employee stock option scheme expense	-	1,688	-	-	-	-	-	1,688
Exercise of employee stock options	-	-	334	-	-	-	-	334
Transfer on exercise of options	-	(92)	92	-	-	-	-	-
Vested/unvested options cancelled during the year	-	(126)	-	-	126	-	-	-
Adjustment for minority interest	-	-	-	95	(472)	-	-	(377)
Balance as at 31 March 2017	**5,219**	**3,020**	**681**	**4,272**	**15,538**	**63**	**(649)**	**28,145**
Balance as at 1 April 2017	5,219	3,020	681	4,272	15,538	63	(649)	28,145
Profit for the year	-	-	-	-	629	-	-	629
Other comprehensive income	-	-	-	-	36	6	532	574
Adjustment for minority interest	-	-	-	-	(8)	(2)	(161)	(171)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**657**	**4**	**371**	**1,033**
Employee stock option scheme expense	-	1,669	-	-	-	-	-	1,669
Exercise of employee stock options	-	-	645	-	-	-	-	645
Issue of shares (Refer note 21(b))	-	-	22,305	-	-	-	-	22,305
Transfer on exercise of options	-	(242)	242	-	-	-	-	-
Vested/unvested options cancelled during the year	-	(131)	-	-	131	-	-	-
Special dividend including tax	-	-	-	-	(283)	-	-	(283)
Adjustment for minority interest	-	-	(84)	-	(506)	-	-	(590)
Balance as at 31 March 2018	**5,219**	**4,316**	**23,789**	**4,272**	**15,537**	**67**	**(278)**	**52,923**

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors

Farid Kazani
Managing Director
DIN- 06914620

Venkatesh Chakravarty
Non-Executive Chairman and Independent Director
DIN- 01102892

Radhakrishnan Sundar
Executive Director
DIN- 00533952

Kunal Karan
Chief Financial Officer

Varika Rastogi
Company Secretary
M. No - F7864

Place : Navi Mumbai
Date : May 14, 2018

Place : Navi Mumbai
Date : May 14, 2018

Place : Navi Mumbai
Date : May 14, 2018

As per our report of even date

For Varma & Varma
Chartered Accountants
FRN: 004532S

Cherian K Baby
Partner
M No: 16043

Place : Navi Mumbai
Date : May 14, 2018

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2018

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Cash flow from operating activities		
Profit before exceptional items and tax	**1,078**	824
Adjustments for:		
Depreciation and amortization expenses	**1,785**	1,764
Share based payment expense	**1,658**	1,717
Finance costs	**489**	556
Rental income	**(36)**	-
Interest income - on fixed deposits	**(266)**	(561)
Income from sale of investments (mutual funds)	**(233)**	(112)
Fair valuation adjustments of Investments (mutual funds)	**(442)**	(45)
Provision for doubtful debts	**309**	556
Provision for customer claim	**-**	-
Profit on sale of tangible assets	**(11)**	(4)
Gain on fair valuation of security deposit	**(18)**	-
Exceptional items - other expenses	**(10)**	(266)
Unrealised foreign exchange loss	**90**	74
Operating profit before working capital changes	**4,393**	**4,503**
Changes in working capital		
Decrease/(increase) in non current financial assets	**(54)**	2
Decrease/(increase) in non-current other assets	**134**	(14)
Decrease/(increase) in trade receivables	**(4,841)**	5,616
Decrease/(increase) in current other financial assets	**(1,006)**	-
Decrease/(increase) in other current assets	**(459)**	405
(Decrease)/increase in non-current other financial liabilities	**(83)**	375
(Decrease)/increase in non-current provisions	**127**	-
(Decrease)/increase in non-current liabilities	**16**	-
(Decrease)/increase in trade payables	**165**	-
(Decrease)/increase in current other financial liabilities	**286**	(1,622)
(Decrease)/increase in other current liabilities	**960**	-
(Decrease)/increase in current provisions	**562**	-
Cash generated from operations	**200**	9,264
Income tax paid	**(2,476)**	(512)
Net cash (used) / from in operating activities (A)	**(2,276)**	**8,752**
Cash flow from Investing activities		
Payment for property, plant and equipment and intangible assets	**(1,289)**	(2,467)
Payment for investment property	**(74)**	-
Proceeds from sale of investment property (exceptional items)	**1,559**	
Purchase of investments (mutual funds) (net)	**(28,446)**	(403)
Net proceeds/(investment in) from fixed deposits	**4,884**	(435)
Decrease/(increase) in other deposits	**(79)**	154
Margin money	**-**	11
Rent deposits received	**-**	79
Rental income	**36**	-
Interest received	**266**	561
Net cash used in investing activities (B)	**(23,143)**	**(2,500)**
Cash flow from financing activities		
Proceeds from issue of equity shares (net)	**22,527**	358
Proceeds from exercise of share options	**661**	-
Dividend paid	**(283)**	-
Proceeds from short-term borrowings	**1,767**	-
Repayment of long term loan (net)	**(1,065)**	(1,845)

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2018

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Year ended 31 March 2018	Year ended 31 March 2017
Interest and other finance charges paid	**(372)**	(555)
Net cash from/(used in) financing activities (C)	**23,235**	**(2,042)**
Effect of changes in exchange rates of cash and cash equivalents (D)	**289**	**(200)**
Net increase in cash and cash equivalents (A+B+C+D)	**(1,895)**	**4,010**
Cash and cash equivalents at the beginning of the year	**7,871**	3,861
Cash and cash equivalents at the end of the year	**5,976**	**7,871**
Cash and cash equivalents comprise (Refer note 15)		
Balances with banks		
Current accounts	**5,375**	7,659
EEFC accounts	**601**	21
Fixed deposits with maturity of less than 3 months	**-**	191
Cash on hand	**-**	-
Total cash and bank balances at end of the year	**5,976**	**7,871**

1. The above cash flow statement has been prepared under the 'Indirect Method' as set out in Ind AS-7 " Statement of Cash Flows".
2. Figures in brackets indicate cash outflow.
3. Previous year figures have been regrouped or reclassified wherever necessary.

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors

Farid Kazani
Managing Director
DIN- 06914620

Venkatesh Chakravarty
Non-Executive Chairman and Independent Director
DIN- 01102892

Radhakrishnan Sundar
Executive Director
DIN- 00533952

Kunal Karan
Chief Financial Officer

Varika Rastogi
Company Secretary
M. No - F7864

Place : Navi Mumbai
Date : May 14, 2018

Place : Navi Mumbai
Date : May 14, 2018

Place : Navi Mumbai
Date : May 14, 2018

As per our report of even date

For Varma & Varma
Chartered Accountants
FRN: 004532S

Cherian K Baby
Partner
M No: 16043

Place : Navi Mumbai
Date : May 14, 2018

(All amounts in ₹ Lakhs, unless otherwise stated)

1 General Information

Majesco Limited (the 'Company') and its subsidiaries (collectively referred herein under as "the Group") are providers of software solutions for the insurance industry.

The Group offers core software solutions for property and casualty (P&C) and life and annuity (L&A) providers, allowing them to manage policy administration, claims management and billing function.

The Group has operations in U.S., Canada, U.K., India, Malaysia, Thailand and Singapore and has its offshore software development centres in India at Mahape, Pune and Chennai.

The consolidated financial statements were approved for issue by the Board of Directors on 14 May 2018.

Name of the Company	Country of Incorporation	% of effective voting power held as at 31 March 2018	% of effective voting power held as at 31 March 2017	% of effective voting power held as at 1 April 2016
Subsidiary				
Majesco Formerly - MajescoMastek	USA	69.75%	69.93%	70.10%
Step down subsidiaries				
Majesco Software and Solutions Inc. Solutions Inc.	USA	69.75%	69.93%	70.10%
Majesco Canada Ltd.	Canada	69.75%	69.93%	70.10%
Cover-All Systems Inc. *	USA	69.75%	69.93%	70.10%
Majesco UK Ltd.	United Kingdom	69.75%	69.93%	70.10%
Majesco Software and Solutions India Private Ltd.	India	69.75%	69.93%	70.10%
Majesco Sdn Bhd. (Formerly - Mastek MSC Sdn. Bhd.)	Malaysia	69.75%	69.93%	70.10%
Majesco (Thailand) Co. Ltd. (Formerly - Mastek MSC (Thailand) Co. Ltd.)	Thailand	69.75%	69.93%	70.10%
Majesco Asia Pacific Pte Ltd. # (Formerly - Mastek Asia Pacific Pte Ltd.)	Singapore	69.75%	69.93%	70.10%

* Acquired with effect from 26 June 2015

Acquired with effect from 1 November 2015

2 Summary of Significant Accounting policies

2.1 Basis of preparation and presentation

(a) Statement of Compliance with Ind AS

The financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and Companies (Indian Accounting Standards) Amendment Rules, 2016. For all periods up to and including the year ended 31 March 2018, the Group prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules,2014 (Indian GAAP). These financial statements for the year ended 31 March 2018 are the first financial statements of the Company prepared in accordance with Ind AS. The date of transition to Ind AS is 1 April 2016. Details of the exceptions and optional exemptions availed by the Company and principal adjustments alongwith related reconciliations are detailed in note no 5.

(b) Basis of measurement

The financial statements have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:-

i) Certain financial assets and liabilities measured at fair value (refer accounting policy 2.15 on financial instruments)

ii) Share based payment transactions

iii) Derivative financial instruments

iv) Defined benefit and other long-term employee benefits

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in the Schedule III to the Companies

Act, 2013. Based on the nature of services and the time between the rendering of service and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

(c) Use of estimates

The preparation of financial statements in conformity with Ind AS requires the management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years if the revision effects such periods. Also key sources of estimation uncertainty is mentioned below:

i) Useful lives of property, plant and equipment and intangible assets:

As described in the significant accounting policy, the Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

ii) The fair value measurements and valuation processes:

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or liability, the Group uses market-observable data to the extent it is available. Where level 1 input are not available, the Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs, used in determining the fair value of various assets, liabilities and share based payments are disclosed in notes to financial statements.

iii) Actuarial valuation:

The determination of Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognized in the statement of profit or loss and in other comprehensive income. Such valuation depend upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in notes to financial statements.

2.2 Property, plant and equipment

The Group has elected to continue with the carrying value for all of its property, plant and equipment as recognized in the Financial Statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed original cost and written down value.

Tangible assets are stated at cost of acquisition less accumulated depreciation and accumulated impairment losses, if any. Direct costs are capitalized until the assets are ready for use and include inward freight, and expenses incidental to acquisition and installation. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets measured as the difference between amount realized and net carrying value which are carried at cost are recognized in the Statement of Profit and Loss.

Depreciation methods, estimated useful lives

Depreciation on tangible assets is provided when the assets are ready for use on the straight line method, on a pro rata basis, over the estimated useful lives of assets, in order to reflect the period over which the depreciable asset is expected to be used by the Group. The management estimates the useful lives for the other fixed assets as follows.

Property, plant and equipment	Useful Life
Buildings	28 years
Computers	2 years
Plant and equipment	2 - 5 years
Furniture and fixtures	5 years
Vehicles	5 years
Office equipment	2 - 5 years
Leasehold land	Lease term ranging from 95-99 years
Leasehold improvements	5 years or the primary period of lease whichever is less

Based on technical evaluation, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence the useful lives for these assets is different from the useful lives as prescribed under Part C of schedule II of the Companies Act, 2013.

Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other income/Other expenses'.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as change in accounting estimates.

2.3 Investment properties

The Group has elected to continue with the carrying value for all of its Investment property as recognized in the Financial Statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed original cost.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Group depreciates building component of investment property over 28 years from the date of original capitalization. The Group, based on technical assessment made by technical expert and management estimate, depreciates the building over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the statement of profit or loss as exceptional items in the period of derecognition. If the amount is significant.

2.4 Intangible assets and amortization

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost of acquisition less accumulated amortization and impairment, if any.

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its all intangible assets recognised as on date of transition measured as per the Indian GAAP and use that carrying value as the deemed original cost of the intangible assets.

The Group amortized intangible assets over their estimated useful lives using the straight line method. The estimated useful lives of intangible assets are as follows:

Intangible assets	Useful Life
Computer software	1 - 3 years

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labor, overhead costs that are directly attributable to preparing the asset for its intended use. Research and development costs and software development costs incurred under contractual arrangements with customers are accounted as expenses in the Statement of Profit and Loss.

2.5 Foreign currency transactions

The consolidated financial statements are prepared in Indian Rupees. The Indian Rupee is the functional currency of Majesco Limited. However, U.S. Dollar, Pound Sterling, Malaysian Ringgits, Thai Baht, Singapore Dollar and Canadian Dollar are the functional currencies for its subsidiaries located in United States of America, United Kingdom, Malaysia, Thailand, Singapore and Canada, respectively. Translation of foreign currency into Indian Rupees has been carried out as under :

a) Both monetary and non-monetary foreign currency assets and liabilities including contingent liabilities are translated at closing exchange rates as at the balance sheet date.

b) Income and expenditure of foreign operations are translated at annual average closing exchange rates.

c) All resulting exchange differences on translation are taken to reserves under Foreign Currency Translation Reserve through other comprehensive income until the disposal of the investment in subsidiaries.

2.6 Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Company.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The management determines the policies and procedures for both recurring fair value measurement. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.7 Revenue recognition

The Group derives revenues primarily from information technology services. Revenue is recognized in accordance with the terms of the contracts with customers as the service is performed by the proportionate completion method and when it is reasonably certain that the ultimate collection will be made. Revenues on time and material contracts are recognized when services are rendered and related costs are incurred. Revenues on fixed price, fixed time bound contracts are recognized over the life of the contract measured by the proportion that contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the period in which the change becomes known. Provisions for estimated losses on such contracts are made during the period in which a loss becomes probable and can be reasonably estimated. When the uncertainty, relating to the collectability arises subsequent to the rendering of the service, a separate provision is made to reflect the uncertainty and the amount of revenue originally recorded is not adjusted.

Revenues from maintenance contracts are recognized on a straight line basis over the period of the contract.

Revenues from sale of software and hardware are recognized upon delivery of products to the customer, when the significant risks and rewards of ownership are transferred to the buyer and the ultimate collection is reasonably certain.

Unbilled revenue included in 'Other current financial assets', represents amounts in respect of services performed in accordance with contract terms, not yet billed to customers at the year end. Unearned revenue included in 'Other current liabilities' represents amounts received/billed in excess of the value of work performed in accordance with the terms of the contracts with customers.

2.8 Other Income

Dividend income from investments is recognized when the right to receive payment is established. Interest income is recognized on time proportion basis taking into account the amount outstanding and the applicable rate of interest. Rental income is recognized on a straight line basis over the term of the lease as per the terms of the base contract or such other systematic method as considered appropriate. Income from current investments are recognised periodically based on fair value through profit and loss as on reporting date. Retained gains/losses are recognised on the date on which these investments are sold.

2.9 Taxes

Tax expense for the year comprises of current tax and deferred tax. Current tax is measured by the amount of tax expected to be paid to the taxation authorities on the taxable profits after considering tax allowances and exemptions and using applicable tax rates and laws.

(a) Current income tax

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and tax laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognized and carried forward to the extent it is probable and supported by convincing evidence that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets in respect of unabsorbed depreciation or carry forward losses are recognized only to the extent there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax assets is reviewed at each balance sheet date for any write down or reversal, as considered appropriate.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the foreseeable future. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the foreseeable future.

Current tax assets and liabilities are offset when there is a legally enforceable right to set off the recognized amount and there is an intention to settle the asset and liability on a net basis.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets and liabilities.

2.10 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.11 Leases

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as a lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lesser) are charged to Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Also initial direct cost incurred in operating lease such as commissions, legal fees and internal costs is recognised immediately in the Statement of Profit and Loss.

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. Such assets are disclosed as leased assets under tangible assets and are depreciated in accordance with the Group's depreciation policy described in note 2.2. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2.12 Impairment of non-financial assets

At each Balance Sheet date, the Group assesses whether there is any indication that an asset may be impaired. If any such indication exists, management estimates the recoverable amount. Recoverable amount is higher of an asset's net selling price and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of the its useful life. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized in the Profit and Loss Statement to the extent carrying amount exceeds recoverable amount. Assessment is also done at each Balance sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exists or may have decreased.

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each Cash Generating Unit (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

2.13 Provision and contingent liabilities

Provisions are recognized when the Group has a present legal obligation as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. When no reliable estimate can be made, a disclosure is made as a contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Provisions are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Where the Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset, only when such reimbursement is virtually certain.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

2.14 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effect of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associate with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

2.15 Financial instruments

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognised on trade date. While, loans and borrowings and payables are recognised net of directly attributable transaction costs.

For the purpose of subsequent measurement, financial instruments of the Company are classified in the following categories: non derivative financial assets comprising amortised cost, debt instruments at fair value through other comprehensive income (FVTOCI), equity instruments at FVTOCI or fair value through profit and loss account (FVTPL), non derivative financial liabilities at amortised cost or FVTPL and derivative financial instruments (under the category of financial assets or financial liabilities) at FVTOCI

The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

A) Non-derivative financial assets

(i) Financial assets at amortised cost

A financial asset is measured at amortised cost if both of the following conditions are met:

(a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and

(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss.

Amortised cost are represented by trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

(ii) Debt instruments at FVTOCI

A debt instrument is measured at fair value through other comprehensive income if both of the following conditions are met:

(a) the objective of the business model is achieved by both collecting contractual cash flows and selling financial assets and

(b) the asset's contractual cash flow represent SPPI

Debt instruments included within FVTOCI category are measured initially as well as at each reporting period at fair value plus transaction costs. Fair value movements are recognised in other comprehensive income (OCI). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain/(loss) in statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit and loss. Interest earned is recognised under the effective interest rate (EIR) model.

(iii) Equity instruments at FVTOCI

All equity instruments are measured at fair value. Equity instruments held for trading is classified as FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividend are recognised in OCI which is not subsequently recycled to statement of profit and loss.

(iv) Financial assets at FVTPL

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as FVTPL.

In addition the Company may elect to designate the financial asset, which otherwise meets amortised cost or FVTOCI criteria, as FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency. The Company has not designated any financial asset as FVTPL. Financial assets included within the FVTPL category are measured at fair values with all changes in the statement of profit and loss.

B) Non-derivative financial liabilities

(i) Financial liabilities at amortised cost

Financial liabilities at amortised cost represented by borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

(ii) Financial liabilities at FVTPL

Financial liabilities at FVTPL represented by contingent consideration are measured at fair value with all changes recognised in the statement of profit and loss.

C) Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in foreign exchange rates on foreign currency assets or liabilities and forecasted cash flows denominated in foreign currencies. The counterparty for these contracts is generally a bank. Derivatives are recognized and measured at fair value. Attributable transaction costs are recognized in the statement of profit and loss.

(i) Cash flow hedges:

Changes in the fair value of the derivative hedging instrument designated as a cash flow hedge are recognized in other comprehensive income and presented within equity in the cash flow hedging reserve to the extent that the hedge is effective.

To the extent that the hedge is ineffective, changes in fair value are recognized in the statement of profit and loss. If the hedging instrument no longer meets the criteria for hedge accounting, expires or is sold, terminated or exercised, then hedge accounting is discontinued prospectively. The cumulative gain or loss previously recognized in the cash flow hedging reserve is transferred to the statement of profit and loss upon the occurrence of the related forecasted transaction.

(ii) Others:

Changes in fair value of foreign currency derivative instruments not designated as cash flow hedges and the ineffective portion of cash flow hedges are recognized in the statement of profit and loss and reported within foreign exchange gains / (losses).

2.16 Employee benefits

(a) Short-term obligations

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees is recognized in the year during which the employee rendered the services. These benefits comprise compensated absences such as paid annual leave and performance incentives.

(b) Other long-term employee benefit obligations

(i) Defined contribution plan

The Group has defined contribution plans for post employment benefits in the form of provident fund, employees' state insurance, labour welfare fund, pension fund (NPS) and superannuation fund in India which are administered through Government of India and/ or Life Insurance Corporation of India (LIC). The Group also makes contributions towards defined contribution plans in respect of its subsidiaries, as applicable. Under the defined contribution plans, the Group has no further obligation beyond making the contributions. Such contributions are charged to the Profit and Loss Statement as incurred.

The Group also make payments to defined contribution plans established and maintained in accordance with the local laws of the United States, Canada and United Kingdom and of the jurisdictions in which the subsidiaries are located. The monthly contributions to all of these plans are charged to Profit and Loss Statement in the year they are incurred and there are no further obligations under these plans beyond those monthly contributions.

(ii) Defined benefit plans

Gratuity: The Group has defined benefit plans for post employment benefits in the form of gratuity for its employees in India. The gratuity scheme of the Group is administered through Life Insurance Corporation of India (LIC). Liability for defined benefit plans is provided on the basis of actuarial valuations, as at the Balance Sheet date, carried out by an independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the projected unit credit method. Actuarial gains and losses are recognized immediately in the Other Comprehensive Income (OCI) as income or expense (net of taxes).

Compensated absences: The employees of the Group are also entitled for other long-term benefit in the form of compensated absences as per the policy of the Group. Leave encashment vests to employees on an annual basis for leave balance above the upper limit as per the Company's policy. At the time of retirement, death while in employment or on termination of employment leave encashment vests equivalent to salary payable for number of days of accumulated leave balance subject to an upper limit as per the Company's policy. Liability for such benefit is provided on the basis of actuarial valuations, as at the Balance Sheet date, carried out by an independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the projected unit credit method. Actuarial gains and losses are recognized immediately in the Profit and Loss Statement as income or expense.

(c) Share based payments

Employee stock options:

Stock options granted to employees of the company and its subsidiaries under the stock option schemes are covered by Securities and Exchange Board of India (Share based employee benefits) Regulations. 2014. The subsidiary of the Company also has stock option scheme, where options are granted to employees, consultants, directors at an exercise or grant price determined by the Board of Directors on the date of grant. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. based on the estimated fair value of the award and recognizes the cost on a straight-line basis (net of estimated forfeitures) over the employee's requisite service period for the entire award. Forfeitures are estimated on the date of grant and revised if actual or expected forfeiture activity differs materially from the original estimates. The Group estimates the fair value of stock options using a Black-Scholes valuation model. The cost is recorded in Employee benefits expenses.

2.17 Foreign currency

Functional currency

The functional currency of Majesco Software and Solution India Private Limited(MSSIPL) is the Indian rupee. The functional currencies for Majesco USA, Majesco Software and Solutions Inc, Coverall Systems Inc, Majesco (UK) Ltd. , Majesco Canada Ltd. , Majesco Sdn Bhd. , Majesco (Thailand) Co. Ltd. and Majesco Asia Pacific Pte Ltd. are the respective local currencies. These financial statements are presented in Indian rupees (rounded off to lakhs).

Transactions and translations

Foreign-currency-denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction. The translation of financial statements of the foreign subsidiaries to the presentation currency is performed for assets and liabilities using the exchange rate in effect at the Balance Sheet date and for revenue, expense and cash-flow items using the average exchange rate for the respective periods. The gains or losses resulting from such translation are included in currency translation reserves under other components of equity. When a subsidiary is disposed of, in full, the relevant amount is transferred to net profit in the Statement of Profit and Loss. However, when a change in the parent's ownership does not result in loss of control of a subsidiary, such changes are recorded through equity. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the exchange rate in effect at the Balance Sheet date.

2.18 Business combination, goodwill and intangible assets

Business combinations are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value on the date of acquisition.

Transaction costs incurred in connection with a business combination are expensed as incurred.

a) Goodwill on consolidation: Goodwill arising on consolidation is stated at cost less impairment losses, were applicable. On disposal of a subsidiary, attributable amount of goodwill is included in the determination of the profit or loss recognised in the Statement of Profit and Loss. On acquisition of an associate or joint venture, the goodwill/capital reserve arising from such acquisitions included in the carrying amount of the investment and also disclosed separately. Impairment loss, if any, to the extent the carrying amount exceed the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or group of CGUs to which it related, which is not larger than an operating segment, and is monitored for internal management purposes.

2.19 Contributed equity

Equity shares are classified as equity share capital.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.20 Earnings per share

Basic earnings per share (EPS) are calculated by dividing the net loss / profit after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by adjusting the number of shares used for basic EPS with the weighted average number of shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date. The diluted potential equity shares have been adjusted for the proceeds receivable had the shares been actually issued at fair value i.e. average market value of outstanding shares.

The number of shares and potentially dilutive shares are adjusted for share splits and bonus shares, as appropriate. In calculating diluted earnings per share, the effects of anti dilutive potential equity shares are ignored. Potential equity shares are anti-dilutive when their conversion to equity shares would increase earnings per share or decrease loss per share.

2.21 Rounding off amounts

All amounts disclosed in financial statements and notes have been rounded off to the nearest lakhs as per requirement of Schedule III of the Act, unless otherwise stated.

3 Basis of consolidation

The Consolidated Financial Statements (CFS)-consolidates the financial statements of the Company and its subsidiaries. Subsidiaries are entities controlled by the Group. The assets, liabilities, income and expenses of subsidiaries are aggregated and consolidated, line by line, from the date control is acquired by any Group entity to the date it ceases. Profit or loss and each component of other comprehensive income are attributed to the Group as owners and to the non-controlling interests. The Group presents the non-controlling interests in the Balance Sheet. separately from the equity of the Group as owners. The excess of the Group's investment in a subsidiary over its share in the net worth of such subsidiary on the date control is acquired is treated as goodwill while a deficit is considered as a capital reserve in the CFS. On disposal of the subsidiary, attributable amount on goodwill is included in the determination of the profit or loss and recognised in the Statement of Profit and Loss. Impairment loss, if any, to the extent the carrying amount exceeds the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or a group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes. The proportionate share of the Group in the net profits/losses as also in the other comprehensive income is recognised in the Statement of Profit and Loss and the carrying value of the investment is adjusted by a like amount (referred as 'equity method'). All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Operating cycle

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 - Presentation of Financial Statements based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

4 **Standards (including amendments) issued are effective from 1 April 2018.**

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration:

On 28 March 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from 1 April 2018. The Company has evaluated the effect of this on the financial statements and the impact is likely to be not material.

Ind AS 115- Revenue from contract with customers:

On 28 March 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach) The effective date for adoption of Ind AS 115 is financial periods beginning on or after 1 April 2018.

The Company will adopt the standard on 1 April 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended 31 March 2018 will not be retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be not material.

5 **First-time adoption of Ind-AS**

These financial statements are the first set of Ind AS financial statements prepared by the Company. Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for year ending on 31 March 2018, together with the comparative year data as at and for the year ended 31 March 2017, as described in the significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2016, being the Company's date of transition to Ind AS. The principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2016 and the financial statements as at and for the year ended 31 March 2017 are explained herein below.

5.1 **Exemptions availed on first time adoption of Ind AS**

Ind AS 101, First-time Adoption of Indian Accounting Standards, allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has accordingly applied the following exemptions.

(a) Deemed Cost

Since there is no change in the functional currency, the Company has elected to continue with carrying value for all of its property, plant and equipment as recognized in its Indian GAAP financial statements as its deemed cost at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38, Intangible Assets and investment properties. Accordingly the management has elected to measure all of its property, plant and equipment, investment properties and intangible assets at their Indian GAAP carrying value for original cost and written down value.

(b) Fair value measurement of financial assets or financial liabilities at initial recognition

In the measurement of financial instruments at fair value, Ind AS 101 provides an optional exemption for the measurement of day one gains or losses. Under the optional exemption, the criteria for recognition of gains or losses subsequent to initial recognition of a financial asset or liability need only be applied prospectively from the transition date

5.2 **Mandatory exemption on first-time adoption of Ind AS**

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with Indian GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP:

(i) Impairment of financial assets based on expected credit loss model.

(ii) Investments in mutual funds

(iii) Effective interest rate used in calculation of security deposit.

(b) Derecognition of financial assets and financial liabilities

A first-time adopter should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively to transactions occurring on or after the date of transition. Therefore, if a first-time adopter derecognized non-derivative financial assets or non-derivative financial liabilities under its Indian GAAP as a result of a transaction that occurred before the date of transition, it should not recognize those financial assets and liabilities under Ind AS (unless they qualify for recognition as a result of a later transaction or event). A first-time adopter that wants to apply the derecognition requirements in Ind AS 109, Financial Instruments, retrospectively from a date of the entity's choosing may only do so, provided that the information needed to apply Ind AS 109, Financial Instruments, to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

(All amounts in ₹ Lakhs, unless otherwise stated)

The Group has elected to apply the de-recognize provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

(c) Classification and measurement of financial assets

Ind AS 101, First-time Adoption of Indian Accounting Standards, requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

5.3 Reconciliations

The following reconciliations provides the effect of transition to Ind AS from Indian GAAP in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards:

(a) Reconciliation of equity as at date of transition 1 April 2016

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment		3,258	-	3,258
Capital work-in-progress		53	-	53
Investment property		240	-	240
Intangible assets		96	-	96
Goodwill				
On consolidation		19,248	-	19,248
Others		3,280	-	3,280
Financial assets				
Loans	g(iii)	424	(85)	340
Other assets		30	-	30
Deferred tax asset (net)	g(ii), (iv), (vi)	3,801	(79)	3,722
Income tax assets (net)		394	-	394
Other non-current assets	g(ii),(iii)	226	184	410
Total non-current assets		**31,050**	**20**	**31,070**
Current assets				
Financial assets				
Investments	g(iv)	1,196	3	1,199
Trade receivables		15,195	-	15,195
Cash and cash equivalents		3,861	-	3,861
Bank balances other than cash and cash equivalents		7,500	-	7,500
Loans		116	-	116
Other assets		6,172	-	6,172
Other current assets		2,278	-	2,278
Total current assets		**36,318**	**3**	**36,321**
Total assets		**67,368**	**23**	**67,391**

(All amounts in ₹ Lakhs, unless otherwise stated)

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
EQUITY AND LIABILITIES				
Equity				
Equity share capital		1,153	-	1,153
Other equity	g(i),(ii),(iii),(iv),(v),(vi),(viii)	26,441	35	26,476
Total equity		**27,594**	**35**	**27,629**
Minority interest		7,228	(278)	6,950
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings		4,585	-	4,585
Other financial liabilities	g(i)	758	69	827
Provisions		1,872	-	1,872
Other non-current liabilities		2,564	-	2,564
Total non-current liabilities		**9,779**	**69**	**9,848**
Current liabilities				
Financial liabilities				
Borrowings		4,605	-	4,605
Trade payables		1,806	-	1,806
Other financial liabilities	g(i)	9,040	197	9,237
Other current liabilities		6,433	-	6,433
Provisions		611	-	611
Current tax liabilities (net)		272	-	272
Total current liabilities		**22,767**	**197**	**22,964**
Total liabilities		**32,546**	**266**	**32,812**
Total equity and liabilities		**67,368**	**23**	**67,391**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(b) Reconciliation of equity as at 31 March 2017

ASSETS				
Non-current assets				
Property, plant and equipment		3,489	-	3,489
Capital work-in-progress		173	-	173
Investment property		231	-	231
Intangible assets		402	-	402
Goodwill				
On consolidation		18,798	-	18,798
Others	g(v)	2,354	855	3,209
Financial assets				
Loans	g(iii)	377	(79)	298
Other financial assets		36	-	36
Deferred tax asset (net)	g(ii),(iv),(vi)	4,045	(59)	3,986
Income tax assets (net)		810	-	810
Other non-current assets	g(ii),(iii)	82	141	223

(All amounts in ₹ Lakhs, unless otherwise stated)

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
Total non-current assets		**30,797**	**858**	**31,655**
Current assets				
Financial assets				
Investments	g(iv)	1,711	48	1,759
Trade receivables		8,300	-	8,300
Cash and cash equivalents		7,871	-	7,871
Bank balances other than cash and cash equivalents		7,935	-	7,935
Loans		35	-	35
Other financial assets		5,559	-	5,559
Other current assets		2,289	-	2,289
Total current assets		**33,700**	**48**	**33,748**
Total assets		**64,497**	**906**	**65,403**
EQUITY AND LIABILITIES				
Equity				
Equity share capital		1,168	-	1,168
Other equity	g(i),(ii),(iii),(iv),(v),(vi),(viii)	27,625	520	28,145
Total equity		**28,793**	**520**	**29,313**
Minority Interest		7,519	(65)	7,454
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings		5,556	-	5,556
Employee related payable		-	-	-
Other financial liabilities		7	-	7
Provisions		2,101	-	2,101
Other non-current liabilities		2,816	-	2,816
Total non-current liabilities		**10,480**	**-**	**10,480**
Current liabilities				
Financial liabilities				
Borrowings		1,661	-	1,661
Trade payables		1,429	-	1,429
Other financial liabilities	g(i)	8,178	452	8,630
Other current liabilities		5,592	-	5,592
Provisions		682	-	682
Current tax liabilities (net)		163	-	**163**
Total current liabilities		17,705	452	18,157
Total liabilities		28,185	452	28,637
Total equity and liabilities		**64,497**	**906**	**65,403**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(All amounts in ₹ Lakhs, unless otherwise stated)

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
(c) Reconciliation of profit or loss for the year ended 31 March 2017				
Income				
Revenue from operations		82,617	-	82,617
Other income	g(iii),(iv)	899	61	960
Total income		**83,516**	**61**	**83,577**
Expenses				
Employee benefit expense	g(vii),(viii)	54,520	2,102	56,622
Finance costs	g(i)	556	228	784
Depreciation and amortization expense	g(v)	2,607	(885)	1,722
Other expenses	g(iii)	23,608	17	23,625
Total expenses		**81,291**	**1,462**	**82,753**
Profit before exceptional items and tax		**2,225**	**(1,401)**	**824**
Exceptional items - expense / (Income)		266	-	266
Profit before tax		**1,959**	**(1,401)**	**558**
Income tax expense				
Current tax		282	(135)	147
Deferred tax	g(viii)	(262)	-	(262)
Total income tax expense		**20**	**(135)**	**(115)**
Profit for the year		**1,939**	**(1,266)**	**673**
Other comprehensive income				
Items that will be reclassified to profit or loss				
(i) Net change in fair value of cash flow hedge	g(vi)	-	(59)	(59)
Tax on net change in fair value of cash flow hedge		-	20	20
(ii) Exchange differences on translation of foreign operations		-	(928)	(928)
		-	**(967)**	**(967)**
Items that will not be reclassified to profit or loss				
Remeasurement gains / (losses) on gratuity plan	g(viii)	-	408	408
Tax on remeasurement gains / (losses) on gratuity plan		-	(135)	(135)
		-	**273**	**273**
Total other comprehensive income for the year		**-**	**(694)**	**(694)**
Total comprehensive income for the year		**1,939**	**(1,960)**	**(21)**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(All amounts in ₹ Lakhs, unless otherwise stated)

(d) Reconciliation of total equity as at 31 March 2017 and 1 April 2016

	Notes to first-time adoption	As at 31 March 2017	As at 1 April 2016
Shareholder's equity as per previous GAAP		28,793	27,594
Adjustments			
(i) Contingent consideration payable on business acquisition	g(i)	(499)	(393)
(ii) Deferred consideration payable on business acquisition	g(i)	44	127
(iii) Deferment of upfront fees paid on loan	g(ii)	40	60
(iv) Effective interest rate on security deposits paid	g(iii)	(2)	(1)
(v) Impact of fair valuation of current investments (mutual fund)	g(iv)	33	2
(vi) Reversal of goodwill amortization	g(v)	855	-
(vii) Tax impact on fair value of cash flow hedge	g(vi)	(19)	(39)
(viii) Others		3	1
(ix) Share of minority on above adjustments		65	278
Total adjustment		**520**	**35**
Shareholder's equity as per Ind AS		**29,313**	**27,629**

(e) Reconciliation of total comprehensive income for the year ended 31 March 2017

	Notes to first-time adoption	As at 31 March 2017
Profit as per previous GAAP		**1939**
Adjustments		
(i) Impact of effective interest rate on secuirty deposits paid	g(iii)	(1)
(ii) Impact of fair valuation of current investments	g(iv)	31
(iii) Expense on employee stock option scheme compensation	g(vii)	(1,693)
(iv) Contingent consideration payable on business acquisition	g(i)	(108)
(v) Deferred consideration payable on business acquisition	g(i)	(85)
(vi) Deferment of upfront fees paid on loan	g(ii)	(21)
(vii) Reversal of goodwill amortization	g(v)	884
(viii) Tax impact on fair value of cash flow hedge	g(vi)	(39)
(ix) Impact of foreign currency translation differences	g(x)	(928)
Total adjustments		**(1,960)**
Loss as per Ind AS		(21)

(f) Impact of Ind AS adoption on cash flow statements for the year ended 31 March 2017

	Indian GAAP*	Adjustments	Ind AS
Net cash flow from operating activities	8,767	-	8,767
Net cash flow from investing activities	(2,515)	-	(2,515)
Net cash flow from financing activities	(2,042)	-	(2,042)
Effect of changes in exchange rates of cash and cash equivalents	(200)	-	(200)
Net increase in cash and cash equivalents	**4,010**	-	**4,010**
Cash and cash equivalents as at 1 April 2016	3,861	-	3,861
Cash and cash equivalents as at 31 March 2017	**7,871**	-	**7,871**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(g) Notes to first-time adoption

(i) Contingent and deferred consideration payable on business acquisition

On business acquisition, Majesco, subsidiary of the company was having contingent consideration which was disclosed as contingent liability and not provided in the financial statements. As per requirement of Ind AS on date of transition the company recorded liability of 393 debiting retained earnings based on the fair value of the liability. For the year ended 31 March 2017, 109 has been considered as finance cost and 3 is credited to foreign currency translation reserve.

The deferred consideration payable in the transaction which was capitalised in the previous GAAP on date of transition got reversed and 127 was credited to retained earnings. For the year ended 31 March 2017, 85 has been considered as finance cost and 2 is credited to foreign currency translation reserve.

(ii) Deferment of upfront fees paid on loan

Under the previous GAAP the upfront fees paid on long term loan was charged to the statement of profit & loss immediately on payment. As per requirement of Ind AS on date of transition 100 was reversed to retained earnings on account of the same. Deferred tax liability of 40 was also created. For the year ended 31 March 2017, 34 has been considered as finance cost and deferred tax reversed by 13, 1 was credited to foreign currency translation reserve.

(iii) Security deposit

Under the previous GAAP, interest-free security deposit (that are refundable in cash on completion of the lease term) are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognized at fair value. Accordingly the Group has fair valued these security deposits under Ind AS. Difference between the fair value and transaction value of the security deposit has been recognized as prepaid expenses. Consequently, the amount of security deposit as on 31 March 2017 has been decreased by 79 (1 April 2016: [85]) with a corresponding increase in prepaid expenses. The loss for the year ended 31 March 2017 and retained earnings as on 1 April 2016 has been increased by [18] and 11, respectively due to amortization of prepaid expenses. Amortization of prepaid expense in statement profit or loss is partially off-set by the notional interest income of [16] during the year ended 31 March 2017 and in retained earnings by 10 as on 1 April 2016 with corresponding increase in security deposit. The tax impact on the transaction during the financial year ended 31 March 2017 is credit of 1 (1 April 2016 : (1)).

(iv) Gain/(loss) net recognized on mutual funds

Under the previous GAAP, investment in mutual funds was accounted at cost or market value whichever was lower. Under Ind AS the Group has considered the investments at market value and recognised other income of 45 for the year ended 31 March 2017 with corresponding increase in financial assets investments. As on 1 April 2016, gain of 3 was recognised in retained earnings. The tax impact of the transaction during the year is charge of 14 (1 April 2016 : 0.01)

(v) Goodwill

Under the previous GAAP the Group was amortizing the Goodwill over the period of 5 years. Under Ind AS, Goodwill is tested for impairment. During the year ended 31 March 2017, the Group has reversed the charge of 885 considered as amortization cost under previous GAAP. The impact of foreign currency translation reserve is debit of 29.

(vi) Derivative financial instruments

Under the previous GAAP the Group used to recognize the unrealised gain and losses on foreign currency forward contracts entered for hedging foreign currency exposure directly in the equity under hedging reserve account. Under Ind AS the unrealised gain or losses is recognised in Other Comprehensive Income (net of tax). As on 1 April 2016, deferred tax liability of 39 on unrealised gain has been recognised. During the year ended 31 March 2017, a charge of 39 (net of tax) has been considered in OCI for the unrealised loss.

(vii) Employee stock option plan (ESOP)

The Company has granted employee stock options to its employees and also to employees of its direct and indirect subsidiaries. As per the demerger scheme of Mastek (Refer note 43) employees of Mastek Limited who were having options of Mastek on date of demerger were granted equal number of options of the Company. These options are mostly granted at the market price on the date of grant. As per the SEBI guidelines, the excess of market price of the underlying equity shares as of the date of the grant of the options over the excercise price of the option were recognized and amortized on a straight line basis over the vesting period in the previous GAAP. On the date of transition to Ind-AS i.e. 1 April 2016, the Company did a fair valuation of all the unvested options as on that date and debited Retained earnings by 214 and 707 on account of options relating to employees of Mastek limited and the Company respectively with a credit to the employee stock option outstanding account.

(All amounts in ₹ Lakhs, unless otherwise stated)

For the year ended 31 March 2017, the fair value of the options both vested and unvested granted to the employees of the Group, incremental amount of 807 was charged to the employee benefit expense with a corresponding credit to Employee stock options outstanding account.

Majesco, subsidiary of the Company has also granted options to its employees. The fair value of these options 495 as on 1 April 2016 has been charged to retained earnings with corresponding credit to employee stock option outstanding account. For the year ended 31 March 2017, 887 has been considered as employee benefit expense and 29 has been credited to foreign currency translation reserve with corresponding credit to employee stock option outstanding account.

(viii) Defined benefit liabilities

Both under Indian GAAP and Ind AS, the Company recognized costs related to its post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to Statement of Profit and Loss. Under Ind AS, re-measurements comprising of actuarial gains and losses are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI. Thus the employee benefit cost for the year ended 31 March 2017 is reduced by 273 and re-measurement gains/ losses on defined benefit plans of the corresponding amount has been recognized in the OCI, net of taxes.

(ix) Deferred tax

Indian GAAP requires assessment of virtual certainty in case of losses for recognizing deferred tax asset, but under Ind AS deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. The deferred tax impact arising from the above adjustments have been carried out.

(x) Foreign currency translation differences

Impact of foreign currency translation differences were directly account under equity as per the previous GAAP under separate reserve account.As per Ind AS the balance in the foreign currency translation reserve account 2,902 has been made zero by transferring it to retained earnings as on the date of transition.The movement of 928 for the financial year 2017-18 has been accounted in other comprehensive income.

(xi) Minority Interest

The share of Minority interest due to impact of Ind AS transactions as on 1 April 2016 and 31 March 2017 is debit of 278 and 65 respectively.

(xii) Other comprehensive income

The concept of Other Comprehensive Income (OCI) did not exist under Indian GAAP.

(xiii) Statement of cash flows

No material impact on transition from Indian GAAP to Ind AS on the statement of cash flows.

(xiv) Designation and carrying amount of a previously recognized financial asset

Designation of a previously recognized financial asset as a financial asset and financial liabilities measured at fair value through profit or loss as at 1 April 2016 and disclosure of its fair value at the date of designation and their classification and carrying amounts in the previous financial statements.

Designation in Ind AS financial statements	Classification in previous GAAP	Carrying value in previous GAAP	Fair value in Ind AS
Financial assets- investments			
Current	Current investments	**1,196**	**1,199**

(All amounts in ₹ Lakhs, unless otherwise stated)

6 Property, plant and equipment

	Gross Block					Depreciation					Net Block	
	As at 1 April 2017	Additions/ Adjustments	Deductions/ Adjustments	Foreign exchange translation adjustments	As at 31 March 2018	As at 1 April 2017	For the year	Deductions/ Adjustments	Foreign exchange translation adjustments	As at 31 March 2018	As at 31 March 2018	As at 31 March 2017
a. Owned assets												
Buildings	1,206	-	-	-	1,206	380	34	-	-	414	792	826
Plant and Machinery	881	92	23	6	944	425	135	23	5	532	412	456
Furniture and Fixtures	2,085	53	2	6	2,130	1,605	194	2	7	1,790	340	480
Office Equipment	387	149	8	1	527	148	79	6	-	221	306	239
Computers	3,794	525	53	21	4,246	2,878	903	53	21	3,707	538	916
Vehicles	169	53	(46)		268	79	55	1	-	133	135	90
Total	**8,522**	**873**	**40**	**34**	**9,321**	**5,515**	**1,400**	**85**	**33**	**6,797**	**2,524**	**3,007**

	Gross Block					Depreciation					Net Block	
	As at 1 April 2017	Additions/ Adjustments	Deductions/ Adjustments	Foreign exchange translation adjustments	As at 31 March 2018	As at 1 April 2017	For the year	Deductions/ Adjustments	Foreign exchange translation adjustments	As at 31 March 2018	As at 31 March 2018	As at 31 March 2017
b. Leased assets												
Leasehold land	170	-	-	-	170	22	2	-	-	24	146	148
Leasehold Improvement	380	70	-	-	450	102	64	-	1	165	285	278
Vehicles	72	-	72	-	-	15	-	15		-	-	57
Total	**622**	**70**	**72**	**-**	**620**	**139**	**66**	**15**	**1**	**189**	**431**	**483**
Total (a + b)	**9,144**	**943**	**112**	**34**	**9,941**	**5,654**	**1,467**	**100**	**34**	**6,987**	**2,955**	**3,490**

	Gross Block					Depreciation					Net Block	
	As at 1 April 2016	Additions/ Adjustments	Deductions/ Adjustments	Foreign exchange translation adjustments	As at 31 March 2017	As at 1 April 2016	For the year	Deductions/ Adjustments	Foreign exchange translation adjustments	As at 31 March 2017	As at 31 March 2017	As at 1 April 2016
a. Owned assets												
Buildings	1,146	60	-	-	1,206	346	34	-	-	380	826	800
Plant and Machinery	547	379	28	17	881	352	112	28	11	425	456	195
Furniture and Fixtures	2,229	62	190	16	2,085	1,569	238	190	12	1,605	480	660
Office Equipment	338	101	51	1	387	132	67	51	0	148	239	206
Computers	3,020	919	71	74	3,794	2,153	814	30	59	2,878	916	867
Vehicles	146	34	14	(3)	169	43	39	3	0	79	90	103
Total	**7,426**	**1,555**	**354**	**105**	**8,522**	**4,595**	**1,304**	**302**	**82**	**5,515**	**3,007**	**2,831**

(All amounts in ₹ Lakhs, unless otherwise stated)

		Gross Block				Depreciation					Net Block	
		As at 1 April 2016	Additions/ Adjustments	Deductions/ Adjustments	Foreign exchange translation adjustments	As at 31 March 2017	As at 1 April 2016	For the year	Deductions/ Adjustments	Foreign exchange translation adjustments	As at 31 March 2017	As at 31 March 2017	As at 1 April 2016
b.	**Leased assets**												
	Leasehold land	170	-	-		170	20	2	-	-	22	148	150
	Leasehold Improvement	282	105	-	7	380	49	55	-	2	102	278	233
	Vehicles	57	46	31		72	13	21	19	-	15	57	44
	Total	509	151	31	7	622	82	78	19	2	139	483	427
	Total (a + b)	**7,935**	**1,706**	**385**	**112**	**9,144**	**4,677**	**1,383**	**321**	**84**	**5,654**	**3,490**	**3,258**

6.1 The leasehold land at Mahape and building thereon which has been transferred pursuant to the scheme of arrangement, is pending to be registered in the name of Majesco Limited as at 31 March 2018.

7 Investment property

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Gross block			
Opening	**388**	388	-
Add : Transfer pursuant to the scheme of arrangement	**-**	-	388
Add : Addition during the year	**262**	-	-
Less : Deductions / adjustments	**(650)**	-	-
Closing	**-**	**388**	**388**
Less : Accumulated depreciation			
Opening	**157**	148	-
Add : Transfer pursuant to the scheme of arrangement	**-**	-	148
Add : Depreciation for the year	**12**	9	-
Less : Deductions / adjustments	**(169)**	-	-
Closing	**-**	**157**	**148**
Net block	**-**	**231**	**240**

Information regarding income and expenditure of Investment property

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017
Rental income derived from investment properties	36	-
Operating expenses generating rental income	16	21
Profit arising from investment properties before depreciation and indirect expenses	**20**	(21)
Less – Depreciation	12	9
Profit arising from investment properties before indirect expenses	**8**	(30)

The Company has sold off the property during the financial year and recognised gain of 1,063 as an exceptional item (Refer note 39).

8 Intangible assets and goodwill

(i) Intagible assets

	Gross Block					Depreciation					Net Block	
	As at 1 April 2017	Additions/ Adjustments	Deductions/ Adjustments	Foreign exchange translation adjustments	As at 31 March 2018	As at 1 April 2017	For the year	Deductions/ Adjustments	Foreign exchange translation adjustments	As at 31 March 2018	As at 31 March 2018	As at 31 March 2017
Computer software	2,961	392	2	(81)	3,432	2,559	307	2	(80)	2,944	488	402
Total	**2,961**	**392**	**2**	**(81)**	**3,432**	**2,559**	**307**	**2**	**(80)**	**2,944**	**488**	**402**

	Gross Block					Depreciation					Net Block	
	As at 1 April 2016	Additions/ Adjustments	Deductions/ Adjustments	Foreign exchange translation adjustments	As at 31 March 2017	As at 1 April 2016	For the year	Deductions/ Adjustments	Foreign exchange translation adjustments	As at 31 March 2017	As at 31 March 2017	As at 1 April 2016
Computer software	2,491	640	75	95	2,961	2,395	330	75	91	2,559	402	96
Total	**2,491**	**640**	**75**	**95**	**2,961**	**2,395**	**330**	**75**	**91**	**2,559**	**402**	**96**

(All amounts in ₹ Lakhs, unless otherwise stated)

(ii) Goodwill

The group tests goodwill for impairment annually on 31 March. The impairment assessment is based on value in use calculations in case of goodwill arising on consolidation as well as goodwill arising on acquisition of business. During the year ended 31 March 2018 the testing did not result in any impairment in the carrying amount of goodwill. The carrying amount of goodwill is attributable to the following CGUs / group of CGUs.

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Goodwill on Agile acquisition * (Refer note 57)	3,232	3,209	3,280
Goodwill on consolidation of Majesco Software and Solutions, Inc., USA with Majesco, USA *	18,892	18,798	19,205
Goodwill on consolidation of Majesco Asia Pacific Pte. Ltd. with Majesco Sdn. Bhd. (net of impairment provision 41 (2017: 41, 2016: Nil) - Refer Note 56	-	-	43

* The above amounts vary due to exchange fluctuations.

The recoverable amount of above CGUs on aggregate basis are based on value-in-use, which is determined based on five year consolidated business plans of the group that have been approved by management for internal purposes. The cash flows beyond the planning period are extrapolated using appropriate terminal growth rates. The terminal growth rates used do not exceed the long term average growth rates of the respective industry and country in which the entity operates and are consistent with the internal / external sources of information.

The key assumptions used in value-in-use calculations are as follows:

- Earnings before interest and taxes (EBIT)
- Discount rate
- Growth rates
- Anticipated capital expenditure

EBIT MARGINS:

The margins have been estimated based on past experience after considering incremental revenue arising out of services from the existing and new customers. Margins will be positively impacted from the efficiencies and initiatives driven by the company; whereas, factors like increased cost of operations may impact the margins negatively.

Discount rate:

Discount rates reflects current market assessment of those CGUs and is estimated based on the weighted average cost of capital for the group of CGUs. Pre-tax discount rate used was 7.78% for the year ended 31 March 2018.

Growth rates:

The growth rates used are in line with the long term average growth rates of the respective industry and country in which the entity operates considering the technology involved and are consistent with the internal / external sources of information. The average growth rates used in extrapolating cash flows ranged from 12% to 16%.

Capital expenditure:

The cash flow forecasts of capital expenditure are based on past experience after considering the additional capital expenditure required.

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
9	**Financial assets non-current - investments**			
	Other investments - unquoted			
	Investments measured at cost			
	500 nos, (face value INR 10,000/-) Secured non convertible reedemable REC Capital Gains exemptions bonds	50	-	-
	Total	**50**	**-**	**-**

(All amounts in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
10	**Non-current financial assets - loans**			
	Unsecured, considered good			
	Security deposits	371	298	339
	Total	**371**	**298**	**339**
11	**Non-current financial assets - others**			
	MTM gains receivable on outstanding derivative contracts	30	-	-
	Balance held with bank as margin money against bank guarantee	35	36	30
	Total	**65**	**36**	**30**
12	**Other non-current assets**			
	Capital advance	-	-	54
	Prepaid expenses	152	223	355
	Advance income tax (net)	604	810	394
	Total	**756**	**1,033**	**803**
13	**Financial assets current - investments**			
	At fair value through profit and loss (fully paid)			
	Investments in Mutual Funds (Quoted) (Refer note 13.1)			
	Kotak Floater Short Term Fund - Growth	1,002	-	251
	Franklin Templeton India TMA - Super IP - Growth	-	-	211
	Birla Sun Life Cash Plus Fund - Growth	-	-	290
	HDFC Liquid Fund - Growth	-	-	201
	Principal Cash Management Fund - Growth	-	220	246
	ICICI Prudential Savings Fund Reg Growth	-	274	-
	Franklin India Ultra Short Bond Fund - Super IP - Growth	-	234	-
	Kotak Treasury Advantage Fund - Reg - Growth	-	230	-
	Indiabulls Liquid Fund – Growth	2,503	372	-
	DHFL Pramerica Ultra Short-Term Fund - Growth	-	225	-
	Reliance Quarterly Interval Fund - Growth	3,062	-	-
	Reliance Medium Term Fund - Growth	-	204	-
	UTI Money Market - IP - Growth	3,032	-	-
	L&T Liquid Fund – Growth	2,553	-	-
	SBI Magnum Insta Cash Fund - Liquid Floater - Growth	2,514	-	-
	ICICI Prudential Money Market Fund - Regular - Growth	2,504	-	-
	DHFL Pramerica Liquid Fund - Growth	2,503	-	-
	HSBC Cash Fund - Growth	1,001	-	-
	Aditya Birla Sun Life Savings Fund - Reg - Growth	614	-	-
	ICICI Prudential Flexible Income Plan - Reg - Growth	614	-	-
	HDFC F R I F - STF - WP - Growth	614	-	-
	LIC MF Liquid Fund – Growth	50	-	-
	Franklin India Short Term Income Plan- Retail Plan*	2,091	-	-
	Franklin India Low Duration Fund -Growth*	2,077	-	-

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Kotak Low Duration Fund – Std –Growth*	2,075	-	-
UTI Income Opportunities Fund -Growth*	2,071	-	-
Total	**30,880**	**1,759**	**1,199**

* These investments costing 8,000 and fair value 8,314 as at 31 March 2018 are under lien with HSBC Bank for stand by documentary credit (SBDC) of US$ 10 million given by HSBC Bank, for the term loan availed by Majesco, USA, subsidiary of the Company

13.1. Details of investments in Mutual Funds (Quoted) designated at FVTPL:

		Number of units		
	Face Value (in INR.)	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Kotak Floater Short Term Fund - Growth	1,000.00	**35,211**	-	10,113
Franklin Templeton India TMA - Super IP - Growth	1,000.00	**-**	-	9,301
Birla Sun Life Cash Plus Fund - Growth	100.00	**-**	-	119,673
HDFC Liquid Fund - Growth	1,000.00	**-**	-	6,742
Principal Cash Management Fund - Growth	1,000.00	**-**	13,950	16,718
ICICI Prudential Savings Fund Reg Growth	100.00	**-**	111,827	-
Franklin India Ultra Short Bond Fund - Super IP - Growth	10.00	**-**	1,050,403	-
Kotak Treasury Advantage Fund - Reg - Growth	10.00	**-**	883,288	-
Indiabulls Liquid Fund – Growth	1,000.00	**148,154**	14,239	-
DHFL Pramerica Ultra Short-Term Fund - Growth	10.00	**-**	1,147,370	-
Reliance Quarterly Interval Fund - Growth	10.00	**12,826,707**	-	-
Reliance Medium Term Fund - Growth	10.00	**-**	597,439	-
UTI Money Market - IP - Growth	10.00	**14,330,480**	-	-
L&T Liquid Fund – Growth	1,000.00	**107,456**	-	-
SBI Magnum Insta Cash Fund - Liquid Floater - Growth	1,000.00	**87,075**	-	-
ICICI Prudential Money Market Fund - Regular - Growth	100.00	**1,045,432**	-	-
DHFL Pramerica Liquid Fund - Growth	100.00	**1,112,678**	-	-
HSBC Cash Fund - Growth	1,000.00	**58,002**	-	-
Aditya Birla Sun Life Savings Fund - Reg - Growth	100.00	**179,576**	-	-
ICICI Prudential Flexible Income Plan - Reg - Growth	100.00	**184,175**	-	-
HDFC F R I F - STF - WP - Growth	10.00	**2,028,624**	-	-
LIC MF Liquid Fund – Growth	1,000.00	**1,603**	-	-
Franklin India Short Term Income Plan- Retail Plan-Growth*	1,000.00	**56,967**	-	-
Franklin India Low Duration Fund -Growth*	10.00	**10,400,968**	-	-
Kotak Low Duration Fund – Std –Growth*	1,000.00	**97,754**	-	-
UTI Income Opportunities Fund -Growth*	10.00	**13,066,435**	-	-

14 Trade receivable

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Secured, considered good	**-**	-	-
Unsecured			
- Considered good	**12,832**	8,300	15,195
- Considered doubtful	**1,143**	817	286
Less : Allowance for bad and doubtful debts	**(1,143)**	(817)	(286)
Total	**12,832**	8,300	15,195

Expected Credit Loss:- Credit risk is perceived mainly in case of receivables overdue for more than 180 days. The following table gives details of risk concentration in respect of percentage of receivables overdue for more than 180 days:

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Receivables overdue for more than 180 days	**1,143**	817	286
Total Receivables	**13,975**	9,117	15,481
Overdue for more than 180 days as a % of total receivables	**8%**	9%	2%
Amount provided against receivables overdue for more than 180 days	**1,143**	**817**	**286**

Movement in expected credit loss allowance :

Opening balance	**817**	286	-
Movement in expected credit loss allowance (Refer note 38)	**309**	535	-
Effect of foreign currency translation	**17**	(4)	-
Closing balance	**1,143**	**817**	**286**

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
15	**Cash and cash equivalents**			
	Cash and cash equivalents			
	Balances with banks			
	Current accounts*	**5,375**	7,659	3,605
	EEFC accounts	**601**	21	1
	Fixed deposits with maturity of less than 3 months	**-**	191	255
	Total	**5,976**	**7,871**	**3,861**
	*includes balance in special dividend account	**3**	**-**	**-**
16	**Bank balances other than cash and cash equivalent**			
	In Fixed deposit with maturity for more than 3 months but less than 12 months from balance sheet date			
	Restricted	**500**	7,840	7,500
	Others	**2,501**	95	-
	Total	**3,001**	**7,935**	**7,500**

16.1 As at 31 March 2018, 31 March 2017 and 1 April 2016 fixed deposits of INR Nil, 7,340 and 5,000 rescpectively with HSBC Bank were under lien for stand by documentary credit (SBDC) of USD 10 million given by HSBC bank for the term loan availed by Majesco, USA subsidiary of the Company.
As at 31 March 2018, 31 March 2017 and 1 April 2016, fixed deposits of Nil, 500 and 2400 respectively was made with Yes Bank for PCFC facility availed by Majesco Software and Solutions India Private Limited, step down subsidiary of the Company. As at 31 March 2018, fixed deposits of 500 (Previous Year Nil) with Standard Chartered Bank were under lien for PCFC facility availed by Majesco Software and Solutions India Private Limited, step down subsidiary of the Company.

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
17	**Current financial assets - loans**			
	Unsecured			
	Security deposit			
	Considered good	**9**	35	116
	Considered doubtful	**8**	8	8
	Less: Provision for doubtful	**(8)**	(8)	(8)
	Total	**9**	**35**	**116**
18	**Current financial assets - others**			
	Interest accrued on fixed deposits	**41**	38	138
	Margin money deposit	**-**	3	163
	MTM gains receivable on outstanding derivative contracts	**127**	64	119
	Reimbursable expenses receivables			

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Considered good	**22**	84	349
Considered doubtful			24
Less: Provision for doubtful receivables	**-**	-	(24)
Unbilled revenue			
Considered good	**6,401**	5,370	5,403
Considered doubtful	**395**	379	-
Less : Provision for doubtful unbilled revenue	**(395)**	(379)	-
Total	**6,591**	**5,559**	**6,172**
19 Current tax assets			
Advance income tax (net)	**65**	-	-
Total	**65**	**-**	**-**
20 Other current assets			
Gratuity fund - excess of fund balance over obligation	**-**	142	40
Balance with statutory authorities	**683**	481	425
Advances to suppliers	**424**	307	495
Advances to employees	**136**	78	57
Prepaid expenses	**1,244**	1,208	1,186
Others*	**248**	75	75
Total	**2,735**	**2,291**	**2,278**

* Note: Share of stamp duty 248 (31 March 2017 - 75 and 1 April 2016 - 75) against demand on Mastek limited by the office of the Superintendent of Stamps Gandhinagar, for implementation of the demerger scheme paid under protest.

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
21 Equity share capital			
The Company has only one class of equity share capital having a par value of INR 5/- per share, referred to herein as equity shares.			
Authorized			
50,000,000 (31 March 2017: 30,000,000, 1 April 2016: 30,000,000) Equity Shares of INR 5/- each	**2,500**	1,500	1,500
Total	**2,500**	**1,500**	**1,500**
Issued, subscribed and paid up			
28,122,396 (31 March 2017: 23,363,035, 1 April 2016: 23,052,401) equity shares of INR 5/- each fully paid	**1,406**	1,168	1,153
Total	**1,406**	**1,168**	**1,153**

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Outstanding at the beginning of the year	2,33,63,035	1,168	2,30,52,401	1,153	-	-
Add : Shares issued on exercise of options	3,15,512	16	3,10,634	15	-	-
Add : Shares issued under QIP (Refer note b below)	44,43,849	222	-	-	-	-
Outstanding at the end of the year	**2,81,22,396**	**1,406**	**2,33,63,035**	**1,168**	**2,31,52,401**	**1,163**

(All amounts in ₹ Lakhs, unless otherwise stated)

(b) During the year, Company has issued 44,43,849 Equity shares of INR 5/- each for cash pursuant to qualified institutional placement (QIP) for inorganic growth, including through overseas subsidiaries and step down subsidiaries, investment in subsidiaries,repayment and prepayment debt, working capital and other corporate purpose, as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations at INR 520 per share aggregating to 22,527 inclding share premium, less issue expenses. This issue was fully subscribed and allotment was completed on 1 February 2018. As at 31 March 2018 the funds remain unutilized for the purpose received and temporarily invested in fixed deposit with banks and in mutual funds.

(c) Rights, preferences and restrictions attached to shares:

Equity Shares: The Company has only one class of equity shares having par value of INR 5/- per share. Each shareholder is entitled to one vote per share held. Dividend if any declared is payable in Indian Rupees. The special dividend declared by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	% of holding in the class	No. of shares	% of holding in the class	No. of shares	% of holding in the class
Name of the shareholder						
Ashank Desai	30,99,552	11.02%	30,99,552	13.27%	30,99,552	13.45%
Sudhakar Venkatraman Ram	20,81,763	7.40%	26,34,763	11.28%	27,91,680	12.11%
Ketan Mehta	26,19,100	9.31%	25,19,100	10.78%	25,19,100	10.93%
Radhakrishnan Sundar	-	-	13,90,161	5.95%	14,45,800	6.27%
DSP Blackrock Micro	-	-	13,07,989	5.60%	-	-

(e) No class of shares have been issued as bonus shares or for consideration other than cash by the Company since its incorporation.

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
(f) Shares reserved for issue under options (Refer note 43)	**22,52,012**	**23,98,300**	**30,72,633**

(g) No class of shares have been bought back by the Company during the period of five years immediately preceding the current year end.

(h) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company in proportion to the number of equity shares held by them.

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
22 Other equity			
(A) Capital reserve			
Opening balance	**5,219**	5,219	-
Closing balance	**5,219**	**5,219**	**5,219**

(B) Employee Stock options outstanding account (ESOOA)

(The Employee stock options outstanding account is used to record the fair value of equity-settled share based payment transactions. The amounts recorded in this account are transferred to share premium upon exercise of stock options. In case of cancellation of options, corresponding balance is transferred to Retained earnings.)

(All amounts in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
	Opening balance	**3,020**	1,550	-
	Add: Employee stock option expense	**1,669**	1,688	-
	Less: Transferred to securities premium on exercise of stock options	**(242)**	(92)	-
	Less: Transferred to retained earnings on cancellation of vested/unvested options	**(131)**	(126)	-
	Closing balance	**4,316**	**3,020**	**1,550**
(C)	**Securities premium reserve**			
	(Amount received on issue of shares in excess of the par value has been classified as securites premium.)			
	Opening balance	**681**	255	-
	Add : Addition on account of QIP (Refer note 21 b)	**22,305**		-
	Add : Addition on account of exercise of shares under ESOP	**368**	334	-
	Add : Addition on account of exercise of shares under ESOP - in subsidiary	**277**	-	-
	Add / (less) : Adjustment for minority interest	**(84)**	-	-
	Add : Transferred from employee stock options outstanding account on exercise of options	**242**	92	-
	Closing balance	**23,789**	**681**	**255**
(D)	**General reserve**			
	(This represents appropriation of profit by the Company)			
	Opening balance	**4,272**	4,177	-
	Add: Adjustment for minority interest	**-**	95	-
	Closing balance	**4,272**	**4,272**	**4,177**
(E)	**Retained earnings**			
	Opening balance	**15,538**	15,184	-
	Add: Net Profit/(loss) for the current year	**629**	506	-
	Add : Remeasurement gains on gratuity plan	**36**	273	-
	Less: Adjustment for minority interest on remeasurements gains on gratuity plan	**(8)**	(79)	-
	Less: Special dividend including tax	**(283)**	-	-
	Less : Impact on opening minority interest due to change in control during the year	**(45)**	-	-
	Less : Minority interest on ESOOA reserve	**(461)**	(472)	-
	Add: Transferred from ESOOA on cancellation of vested/ unvested options	**131**	126	-
	Closing balance	**15,537**	**15,538**	**15,184**

(All amounts in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
(F)	**Hedging reserve account - OCI**			
	Opening balance	**63**	90	-
	Add: Net change in fair value of cash flow hedge	**5**	(59)	-
	Add : Tax on net change in fair value of cash flow hedge	**1**	20	-
	Add: Adjustment for minority interest	**(2)**	12	-
	Closing balance	**67**	**63**	**90**
(G)	**Foreign currency translation reserve - OCI**			
	Opening balance	**(649)**	-	-
	Add : Exchange gain / (loss) on translation during the year	**532**	(928)	-
	Add: Adjustment for minority interest	**(161)**	279	-
	Closing balance	**(278)**	(649)	-
	Total	**52,923**	**28,145**	**26,476**
23	**Non-current borrowings**			
	Secured :			
	Term loan from bank	**3,258**	5,404	-
	Long term maturities of lease obligations	**134**	152	-
	Long term maturities of vehicle loans *	**22**	-	-
	Total	**3,414**	**5,556**	**4,585**

* Vehicle loans are obtained against the hypothecation of the vehicles and are repayable within a period of 5 years

Term loan from bank : On 23 March 2016, Majesco, subsidiary of the Company availed the loan of USD 10 mn from HSBC .

Nature of borrowing :	**Term loan facility**
Rate of interest :	LIBOR plus a margin in effect of the first day of the relevant interest period
Term of repayments :	Six equal instalments, commencing from January 1, 2018 and on each January 1 and July 1 thereafter until July 2020. All principal and interest outsatnding shall be due and payable on March 1 ,2021
Security :	
Charge holder	HSBC
Amount	USD 10 mn
Nature of security	The facility is unsecured and supported by a letter of credit issued by HSBC India, which is secured by a cash pledge of the Company (Refer note 13 and 16)

As per terms, Majesco has paid the first instalment during the FY 2017 - 18, and two more instalments totalling to 2,173 is due within the next twelve months and has been regrouped as ' Other financial liability' (Refer note 29) in the Balance Sheet.

(All amounts in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
24	**Other non-current financial liabilities**			
	Deferred consideration payable on business acquisition	**-**	-	675
	Contingent consideration	**-**	-	152
	MTM losses on outstanding derivative contracts	**11**	7	-
	Total	**11**	**7**	**827**
25	**Non-current provisions**			
	Provision for employee benefits (Refer note 41)			
	Provision for gratuity (funded)	**47**	-	-
	Provision for leave encashment (unfunded)	**2,145**	2,101	1,872
	Total	**2,192**	**2,101**	**1,872**
26	**Other non-current liabilities**			
	Unearned revenue	**2,831**	2,815	2,564
	Total	**2,831**	**2,815**	**2,564**
27	**Short -term borrowings**			
	Secured :			
	Facility from banks	**-**	1,269	3,081
	Working capital loan from banks	**3,429**	393	1,524
	Total	**3,429**	**1,662**	**4,605**

1. Facility from banks as on 31 March 2018

Nature of borrowing :	**Export pre-shipment loan**	**Pre shipment in foreign currency**	
Rate of interest :	Libor + 2.00 %	Libor +3.00%	Libor +1.5%
Term of repayments :	90 days	Maximum period of 3 months	
Security :			
Charge holder	Standard Chartered Bank	Yes Bank	Yes Bank
Amount	2,000	3,000	3,000
Nature of security	First charge on current assets of MSSIPL	Pari passu charge on book debts of MSSIPL	

(All amounts in ₹ Lakhs, unless otherwise stated)

2. Workng capital loan from HSBC bank as on 31 March 2018

Nature of borrowing :	Advance fund against receivables
Rate of interest :	Libor + 2%
Security :	
Charge holder	HSBC Bank
Amount	Not applicable
Nature of security	Receivables of MSI, STUS and Coverall

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
28	**Trade payables**			
	Total outstanding dues of micro enterprises and small enterprises	-	2	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises*	**1,596**	1,427	1,806
	Total	**1,596**	**1,429**	**1,806**

*Based on the information available with the Company, there are no outstanding dues and payments made to any supplier of goods and services beyond the specified period under Micro, Small and Medium Enterprises Development Act, 2006 [MSMED Act]. There is no interest payable or paid to any suppliers under the said Act.

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
29	**Other financial liabilities**			
	Interest accrued but not due on loan	**152**	152	50
	Credit balances in bank accounts	**-**	238	135
	MTM losses on outstanding derivative contracts	**83**	-	2
	Current maturities of lease/vehicle loan obligations	**173**	238	106
	Current maturities of long term borrowings (Refer note 23)	**2,173**	1,081	-
	Deferred consideration payable on business acquisition	**1**	699	707
	Contingent consideration	**543**	499	241
	Capital creditor	**163**	42	238
	Employee Related Payables	**4,677**	3,378	4,900
	Accrued expenses	**2,157**	2,303	2,858
	Unpaid special dividend	**3**	-	-
	Total	**10,125**	**8,630**	**9,237**
30	**Other current liabilities**			
	Unearned revenue	**5,147**	4,351	5,232
	Advance from customer	**-**	-	310
	Statutory dues payable	**1,215**	1,060	794
	Others	**112**	182	97
	Total	**6,474**	**5,593**	**6,433**

(All amounts in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
31	**Current provisions**			
	Provision for employee benefits (Refer note 42)			
	Provision for leave encashment (unfunded)	**865**	680	472
	Provision for cost overrun on contracts	**379**	2	139
	Total	**1,244**	**682**	**611**
32	**Current tax liabilities (net)**			
	Provision for tax	**35**	163	272
	Total	**35**	**163**	**272**

		Year ended 31 March 2018	Year ended 31 March 2017
33	**Revenue from operations**		
	Information technology services	**79,884**	81,335
	Reimbursement of expenses from customers	**720**	1,282
	Total	**80,604**	**82,617**
34	**Other income**		
	Interest income on fixed deposits	**266**	577
	Interest on income tax refund	**16**	-
	Share of profit on open forward contracts	**-**	139
	Profit on sale of current investments (net)	**233**	111
	Gain on sale of tangible assets (net)	**11**	5
	Fair valuation adjustments of investments (mutual funds)	**442**	45
	Gain on fair valuation of security deposit (net)	**18**	18
	Rent income	**36**	-
	Miscellaneous income	**70**	65
	Total	**1,092**	**960**
35	**Employee benefits expense**		
	Salaries, wages, bonus and other allowances	**49,692**	48,707
	Contribution to provident fund, ESI and other funds (Refer note 42)	**2,857**	3,035
	Gratuity expenses	**244**	306
	Compensated absences expenses	**802**	949
	Employee stock option scheme compensation (Refer note 43)	**1,658**	1,716
	Staff welfare expenses	**2,031**	1,909
	Total	**57,284**	**56,622**

(All amounts in ₹ Lakhs, unless otherwise stated)

		Year ended 31 March 2018	Year ended 31 March 2017
36	**Finance costs**		
	Interest expense on borrowings	**313**	456
	Amortization of upfront fees paid on borrowings	**31**	34
	Interest on fair valuation of contingent consideration	**51**	109
	Interest on fair valuation of deferred consideration	**35**	81
	Other finance charges	**59**	104
	Total	**489**	**784**
37	**Depreciation and amortization expense**		
	Depreciation on tangible assets	**1,466**	1,383
	Amortization of intangible assets	**307**	330
	Depreciation on investment property	**12**	9
	Total	**1,785**	**1,722**
38	**Other expenses**		
	Travelling and conveyance	**4,637**	4,918
	Consultancy and sub-contracting charges	**5,701**	5,589
	Professional fees (Refer Note (a) & (b) below)	**2,207**	3,486
	Hardware and software expenses	**2,884**	2,583
	Repairs and maintenance		
	Buildings	**247**	320
	Others	**240**	225
	Rent	**1,258**	1,386
	Advertisement and publicity	**634**	733
	Communication charges	**749**	697
	Recruitment and training expenses	**260**	323
	Rates and taxes	**216**	144
	Insurance	**356**	617
	Electricity	**311**	345
	Membership and subscription	**361**	419
	Provision for doubtful debts (net)	**309**	535
	Bad debts written off	**79**	-
	Printing and stationery	**167**	161
	Hire Charges	**82**	208
	Stock exchange listing fees	**57**	9
	CSR expenditure / Donations	**11**	7
	Loss on foreign currency transactions and translation (net)	**52**	74
	Miscellaneous expenses	**242**	846
	Total	**21,060**	**23,625**

*Note : The following is the break-up of auditors remuneration (exclusive of service tax and GST)

(All amounts in ₹ Lakhs, unless otherwise stated)

		Year ended 31 March 2018	Year ended 31 March 2017
(a)	**Payment to auditors**		
i.	Statutory audit (including audit of consolidated financial statements)	**28**	24
ii.	Limited review	**13**	12
iii.	Special purpose financials	**8**	7
iv.	Certification fees	**6**	1
v.	Reimbursement of expenses	**4**	2
(b)	**Payment to other auditors of subsidiaries**		
i.	Statutory audit	**133**	131

39 Exceptional items

	Year ended 31 March 2018	Year ended 31 March 2017
Demerger expenses - rates and taxes	**10**	225
Impairment of goodwill on consolidation	**-**	41
(Profit) on sale of investment property	**(1,063)**	-
Total	**(1,053)**	**266**

Note : During the year the Company has made a profit on sale of investment property of 1,063. The Company vide a deed of assignment dated 1 August 2017 sold all of its rights, title and interest in relation to the property located at Pune, Maharashtra in favour of buyer for a net consideration of 1,559. The said transaction was completed on 1 August 2017.

During the previous year the Company had provided 225 on account of stamp duty arising from demerger. This amount was paid in the current year under protest and delayed payment cost of another 10 has been provided.

40 Income Tax

	As at 31 March 2018	As at 31 March 2017
(A) Deferred tax relates to the following:		
Deferred tax assets		
On property, plant and equipment	**739**	-
On provision for employee benefits	**1,251**	1,017
On net operating losses	**2,278**	2,111
On research and development expenses carry forward	**844**	617
On disallowance u/s 35DD of Income Tax Act, 1961	**63**	113
On provision for doubtful debts	**293**	200
On purchase price contingencies	**149**	-
On others	**90**	724
	5,707	**4,782**
Deferred tax liabilities		
On property, plant and equipment and intangibles	**841**	736
On re-measurements gain/(losses) on current investment	**137**	15
On unrealized gain on hedging	**18**	19
On others	**88**	27
	1,084	797
Deferred tax asset, net	**4,623**	**3,985**

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
(B) Summary of deferred tax assets and deferred tax liabilities			
Balance sheet			
Deferred tax assets	**5,707**	4,782	3,829
Deferred tax liabilities	**(1,084)**	(797)	(107)
Deferred tax assets/(liabilities) net	**4,623**	**3,985**	**3,722**

	As at 31 March 2018	As at 31 March 2017
(C) Reconciliation of deferred tax assets/ (liabilities) (net):		
Opening balance	**3,985**	3,829
Tax (liability)/asset recognized in Statement of Profit and Loss	**586**	262
Tax liability recognized in OCI	**12**	20
Exchange difference	**40**	(126)
Closing balance	**4,623**	**3,985**
(D) Deferred tax charge/credit to be recognized in Statement of Profit and Loss		
Tax charge	**-**	-
Tax credit	**(586)**	(262)
Total	**(586)**	**(262)**
(E) Income tax expense		
Current tax taxes	**2,437**	147
Deferred tax charge / (income)	**(586)**	(262)
Total	**1,851**	**(115)**
(F) Reconciliation of tax charge		
Profit before tax	**2,131**	558
Income tax expense on the same at tax rates applicable	**615**	184
Tax effects of :		
Effect of deferred tax created at different rates	**1,283**	-
Items not deductible to tax	**492**	-
MAT credit not recognised	**242**	-
Effect of income to be assessed at different tax rates	**(375)**	(81)
Tax credits on R & D deduction	**(171)**	(198)
Non deductible intangible amortisation	**(391)**	-
Prior year tax credits	**43**	(32)
Others	**113**	12
Income tax expense	**1,851**	**(115)**

Note :

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. As a result of which 1,634 has been debited to the statement of Profit and Loss of the current year considering the reduced tax rates in USA.

(All amounts in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2018	As at 31 March 2017
41	**Earnings per share**		

Basic earnings /(loss) per share amounts are calculated by dividing the profit/loss for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted earnings /(loss) per share amounts are calculated by dividing the profit/loss attributable to equity holders after adjusting by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on outstanding stock options

The components of basic and diluted earnings per share for total operations are as follows:

		As at 31 March 2018	As at 31 March 2017
(a)	Net profit attributable to equity shareholders	**629**	506
(b)	Weighted average number of outstanding equity shares*		
	Considered for basic EPS	**24,230,766**	23,238,779
	Add : Effect of dilutive potential equity shares arising from outstanding stock options	**1,291,023**	1,443,488
	Considered for diluted EPS	**25,521,789**	**24,682,267**
(c)	Earnings per share (Face value per share ₹ 5/- each(Previous year ₹ 5/-) each)		
	Basic earning per share (Amount in ₹)	**2.60**	2.18
	Diluted earning per share (Amount in ₹)	**2.47**	2.05

*The weighted average number of shares takes into account the weighted average effect of changes arising from issue of new shares and ESOP transactions during the year.

42 Employee benefits

(A) Defined Contribution Plans

During the year, the Company has recognized the following amounts in the Statement of Profit and Loss (Refer note 35)

	As at 31 March 2018	As at 31 March 2017
Contribution to social security	**1,811**	2,055
Contribution to provident fund	**692**	676
Contribution to National insurance fund	**131**	127
Contribution to 401K	**104**	110
Contribution to superannuation fund	**35**	35
Contribution to national pension scheme	**66**	20
Contribution to employees' deposit link insurance	**15**	9
Contribution to employees' state insurance corporation	**2**	2
Contribution to labour welfare fund	**1**	1
Total	**2,857**	**3,035**

(B) Defined benefit plans - Gratuity

		As at 31 March 2018	As at 31 March 2017
i)	**Actuarial assumptions**		
	Discount rate (per annum)	**7.75%**	7.45%
	Rate of increase in Salary	**7.00%**	7.00%
	Expected average remaining working lives of employees (years)	**27.65**	27.70
	Attrition rate	**0 - 22%**	5-15%
ii)	**Changes in the present value of defined benefit obligation**		
	Present value of obligation at the beginning of the year	**1,853**	2,061
	Interest cost	**132**	159
	Past service cost	**-**	-
	Current service cost	**263**	310

(All amounts in ₹ Lakhs, unless otherwise stated)

		As at 31 March 2018	As at 31 March 2017
	Benefits paid	**(127)**	(252)
	Actuarial (gain)/ loss on obligations	**(47)**	(426)
	Present value of obligation at the end of the year	**2,074**	**1,852**

		Year ended 31 March 2018	Year ended 31 March 2017
iii)	**Expense recognized in the Statement of Profit and Loss**		
	Current service cost	**263**	310
	Interest cost	**(19)**	(4)
	Total	**244**	**306**
iv)	**(Income) / expense recognized as OCI in the Statement of Profit and Loss**		
	Remeasurements during the year due to:		
	Changes in financial assumptions	**(41)**	(323)
	Changes in demographic assumptions	**23**	-
	Experience adjustments	**(29)**	(102)
	Actual return on plan assets less interest on plan assets	**(3)**	17
	Adjustment to recognize the effect of asset ceiling	**1**	-
	Total	**(49)**	**(408)**
v)	**Assets and liabilities recognized in the Balance Sheet:**		
	Present value of funded obligation as at the end of the year	**2,074**	1,852
	Fair value of plan assets	**(2,027)**	(1,994)
	Net liability/ (asset) recognized in Balance Sheet	**47**	**(142)**
vi)	**Expected contribution to the fund in the next year**	210	210
vii)	**A quantitative sensitivity analysis for significant assumption is as shown below:**		
	Impact on defined benefit obligation		
	Discount rate		
	0.5% increase	**-3.06%**	-5.22%
	0.5% decrease	**3.23%**	5.67%
	Rate of increase in salary		
	0.5% increase	**3.24%**	5.67%
	0.5% decrease	**-3.09%**	-5.26%
viii)	**Maturity profile of defined benefit obligation**		
	Year		
	Apr 2017- Mar 2018	**-**	151
	Apr 2018- Mar 2019	**297**	124
	Apr 2019- Mar 2020	**262**	128

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018	As at 31 March 2017
Apr 2020- Mar 2021	**247**	124
Apr 2021- Mar 2022	**237**	117
Apr 2022- Mar 2023	**227**	118
Apr 2022 onwards	**2,557**	4,240

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
(C) Defined benefit plans - leave encashment			
i) Assets and liabilities recognized in the Balance Sheet:			
Net liability - opening balance	**2,781**	2,344	-
Charged during the year (Refer note 35)	**802**	949	-
Amount paid during the year	**(573)**	(512)	-
Net liability - closing balance	**3,010**	**2,781**	**2,344**
Included in non-current provision (Refer note 25)	**2,145**	2,101	1,872
Included in current provision (Refer note 31)	**865**	680	472

43 Employee stock option Scheme

A Employee stock option scheme of the Company

(a) Nature and extent of employee stock option scheme that existed during the year:

Plan I

The company introduced the employee stock option scheme as a part of the scheme of arrangement, approved by the Hon'ble High Court of Gujarat and Hon'ble High Court of Bombay. The shareholders of Mastek Limited (Mastek) approved the Scheme of Arrangement in the Court Convened meeting held on 5 March 2015, and the shareholders of Majesco Limited approved the scheme of arrangement through consent letter. On the date of demerger all employees of Mastek who were having options of Mastek were granted equal no. of options of the Company.

The Company introduced the scheme for granting upto 8,000,000 stock options to the employees, each option representing one equity share of the Company. The exercise price is to be determined by the Nomination and Remuneration Committee ("Committee") and such price may be the face value of the share from time to time or may be the market price or any other price as may be decided by the Committee and will be governed by the Securities and Exchange Board of India (SEBI) (Share based employee benefits) Regulations, 2014. The first vesting of the stock options shall happen only on completion of one year from the date of grant and the options are exercisable within seven years from the date of vesting. As per the SEBI guidelines, the excess of market price of the underlying equity shares as of the date of the grant of the options over the excercise price of the option were recognized and amortized on a straight line basis over the vesting period in the previous GAAP. On the date of transition to Ind-AS i.e. 1 April 2016, the company did a fair valuation of all the unvested options as on that date and debited Retained earnings by 214 and 707 on account of options relating to employees of Mastek and the Group respectively with a corresponding credit to the employee stock option outstanding account.

For the year ended 31 March 2018 and 31 March 2017 the fair value of the options both vested and unvested granted to the employees of the Company, amounting to 594 and 807 respectively was charged to the employee benefit expense with a corresponding credit to employee stock options outstanding account.

(All amounts in ₹ Lakhs, unless otherwise stated)

(b) The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year

Particulars	As at 31 March 2018		As at 31 March 2017	
	Number	WAEP (₹)	Number	WAEP (₹)
Options outstanding at beginning of year	**2,398,300**	**189.55**	3,072,633	187.16
Add:				
Options granted during the year	**347,000**	**205.76**	77,500	511.48
Less:				
Options exercised during the year	**315,512**	**121.89**	310,634	112.16
Options lapsed during the year	**70,651**	**160.38**	100,483	192.21
Options cancelled during the year	**107,125**	**389.77**	340,716	311.01
Options outstanding at the end of year	**2,252,012**	**193.05**	**2,398,300**	**189.55**
Option exercisable at the end of year	**1,355,487**		1,206,310	

The fair value of each option is estimated on the date of grant using the Black Scholes model. The following tables list the inputs to the [Option pricing model] used for the years ended:

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Dividend yield (%)	**0%**	0%	0%
Risk free interest rate (%)	**6.98%**	7.19%	7.75%
Expected life of share options (years)	**6 years**	6 years	6 years
Expected volatility (%)	**48.59%**	51.62%	48.94%
Weighted average share price (₹)	**377.74**	513.4	385.67

	As at 31 March 2018	As at 31 March 2017
(c) Stock options exercised during the year :		
Number of options exercised during the year	**315,512**	310,634
Weighted average share price at the date of exercise (₹)	**121.89**	112.16

(d) For stock options outstanding at the end of the year, the range of exercise prices and weighted average remaining contractual life (vesting period + exercise period)

	Options Outstanding	Weighted Average Exercise Price (₹)	Weighted Average remaining Contractual Life (years)
As at 31 March 2018			
Range of exercise price (₹)			
5-100	**786,343**	57.20	5.17
101-200	**582,174**	121.25	5.39
Above 200	**883,495**	360.99	7.34
As at 31 March 2017			
Range of exercise price (₹)			
5-100	**850,545**	66.51	5.47
101-200	**746,380**	127.45	5.93
Above 200	**801,375**	377.99	7.94

(All amounts in ₹ Lakhs, unless otherwise stated)

(e) Information on stock options granted during the year :

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Number of options granted during the year	**347,000**	77,500	991,000
Option pricing model used	Black-Scholes option-pricing model		
Weighted average share price (₹)	**377.74**	513.40	385.67
Exercise price (₹)	**205.76**	511.48	380.62
Expected volatility (%)	**48.59%**	51.62%	48.94%
Option life (vesting period + exercise period)	**5.84 years**	6 years	6 years
Dividend yield (%)	**0%**	0%	0%
Risk free interest rate (%)	**6.98%**	7.19%	7.75%

B Employee Stock Option Scheme of the subsidiary, Majesco

(a) Nature and extent of employee share-based payment plans that existed during the year:

Majesco 2015 Equity Incentive Plan

In June 2015, Majesco adopted the Majesco 2015 Equity Incentive Plan (the "2015 Plan"). Options and stock awards for the purchase of up to 3,877,263 shares may be granted by the Board of Directors to our employees, consultants and directors at an exercise or grant price determined by the Board of Directors on the date of grant. Options may be granted as incentive or nonqualified stock options with a term of not more than ten years. The 2015 Plan allows the Board of Directors to grant restricted or unrestricted stock awards or awards denominated in stock equivalent units or any combination of the foregoing and may be paid in common stock or other securities, in cash, or in a combination of common stock or other securities and cash. On 31 March 2018, an aggregate of 545,788 shares were available for grant under the 2015 Plan.

Majesco uses the Black-Scholes-Merton option-pricing model ("Black-Scholes") to measure fair value of the share-based awards. The Black-Scholes model requires us to make significant judgments regarding the assumptions used within the model, the most significant of which are the expected stock price volatility, the expected life of the option award, the risk-free interest rate of return and dividends during the expected term.

For the year ended 31 March 2018 and 31 March 2017 the fair value of the options both vested and unvested granted to the employees of the Company, amounting to 1,064 and 887 respectively was charged to the employee benefit expense with a corresponding credit to Employee stock options outstanding account.

(b) The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year

	As at 31 March 2018		As at 31 March 2017	
	Number	WAEP (₹)	Number	WAEP (₹)
Options outstanding at beginning of year	**2,868,642**	346.30	2,179,385	347.84
Add:				
Options granted during the year	**715,000**	**326.53**	860,331	360.57
Less:				
Options exercised during the year	**51,249**	**321.96**	2,083	319.06
Options cancelled during the year	**254,250**	**350.64**	168,991	348.24
Options outstanding at the end of year	**3,278,143**	**343.47**	**2,868,642**	**346.30**
Option exercisable at the end of year	**1,200,212**		627,675	

	As at 31 March 2018	As at 31 March 2017
(c) Stock options exercised during the year :		
Number of options exercised during the year	**51,249**	2,083
Weighted average share price at the date of exercise (₹)	**321.96**	319.06

(All amounts in ₹ Lakhs, unless otherwise stated)

(d) For stock options outstanding at the end of the year, the range of exercise prices and weighted average remaining contractual life.

	Options Outstanding	Weighted Average Exercise Price (₹)	Weighted Average remaining Contractual Life (years)
As at 31 March 2018			
Range of exercise price (₹)			
316 - 367	**3,122,327**	335.65	7.9
490 -501	**155,816**	497.94	3.9
As at 31 March 2017			
Range of exercise price (₹)			
311 - 402	**2,590,826**	334.63	9.2
488 -501	**277,816**	454.6	6.7

(e) Information on stock options granted during the year :

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Number of options granted during the year	**715,000**	860,331	2,279,882
Option pricing model used		Black-Scholes option-pricing model	
Weighted average share price (₹)	**144.04**	145.91	136.00
Exercise price (₹)	**316-367**	310-402	318-511
Expected volatility (%)	**41% - 51%**	41% - 51%	41% - 51%
Option life (vesting period + exercise period)	**3-5 years**	3-5 years	3-5 years
Dividend yield (%)	**0%**	0%	0%
Risk free interest rate (%)	**0.46%**	0.46%	0.46%

44 Leases

(i) Operating leases where Company is a lessee:

The Group leases certain office premises under operating leases. Many of these leases include a renewal option on a periodic basis at the company's option, with the renewal periods extending in the range of 2 – 5 years. Rental expense for operating leases amounted to 1,360 and 1,370 for the financial years ended 31 March 2018 and 31 March 2017 respectively. The schedule for future minimum rental payments over the lease term in respect of operating leases is set out below.

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
a) Future minimum lease payments under non – cancellable operating leases:			
Within one year	**1,396**	2,072	1,240
After one year but not more than five years	**2,136**	3,303	4,466
More than five years	**254**	423	470
Total minimum lease payments	**3,786**	**5,798**	**6,176**
b) Operating lease rentals recognized in the Statement of Profit and Loss (Refer note 38)	**1,258**	1,386	-

(All amounts in ₹ Lakhs, unless otherwise stated)

c) Description of significant operating lease arrangements:
The Group has given refundable interest free security deposits under the lease agreements. All agreements contain provision for renewal at the option of either parties. The agreement provides restriction on sub lease.

(ii) Finance lease obligations

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Total minimum finance lease payments outstanding :			
Within one year	-	18	24
After one year but not more than five years	-	23	29
Total minimum lease payments	-	41	53
Less: Interest not due	-	(7)	(8)
Present value of net minimum leases payments	-	34	45
Disclosed under:			
Non-current borrowings (Refer note 23)	-	20	23
Other financial liabilities (Refer note 29)	-	14	22
(iii) Capital lease obligations			
Total minimum finance lease payments outstanding :			
Within one year	**137**	181	-
After one year but not more than five years	-	135	-
Total minimum lease payments	**137**	316	-
Less: Interest not due	**(4)**	(17)	-
Present value of net minimum leases payments	**133**	299	-
Disclosed under:			
Non-current borrowings (Refer note 23)	**13**	135	-
Other current liabilities (Refer note 30)	**120**	164	-
	133	299	-

45 Related Party Disclosures

(A) Key Management Personnel

Ketan Mehta	Chief Executive Officer
Radhakrishnan Sundar	Executive Director
Farid Kazani	Managing Director
Lori Stanley	General Counsel, North America
Edward Ossie	Chief Operating Officer
Kunal Karan	Chief Financial Officer
Nishant Shirke (Resigned wef 17.4.2018)	Company Secretary

(B) Disclosure of transactions with key management personnel during the year:

	Year ended 31 March 2018	Year ended 31 March 2017
Remuneration paid/payable:		
Ketan Mehta	**229**	240
Radhakrishnan Sundar	**27**	27
Farid Kazani	**213**	139
Lori Stanley	**138**	140
Edward Ossie	**222**	231
Kunal Karan	**39**	39
Nishant Shirke (Resigned wef 17.4.2018)	**16**	11

(All amounts in ₹ Lakhs, unless otherwise stated)

Other benefits to key management personnel

For the year ended 31 March 2018	Provident Fund	National Pension Scheme	Gratuity	Leave encashment	Superannuation	Share based benefit
Farid Kazani	5	4	1	3	7	98
Radhakrishnan Sundar	3	-	-	-	-	-
Kunal Karan	2	1	-	1	3	8
Nishant Shirke	-	-	-	-	-	2
Ketan Mehta	-	-	-	-	-	68
Lori Stanley	-	-	-	-	-	11
Edward Ossie	-	-	-	6	-	43

For the year ended 31 March 2017	Provident Fund	National Pension Scheme	Gratuity	Leave encashment	Superannuation	Share based benefit
Farid Kazani	4	-	-	3	5	80
Radhakrishnan Sundar	3	-	-	-	-	-
Kunal Karan	1	-	-	1	1	11
Nishant Shirke	-	-	-	-	-	2
Ketan Mehta	-	-	-	-	-	61
Lori Stanley	-	-	-	-	-	9
Edward Ossie	-	-	-	-	-	33

(C) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

46 Contingent liabilities and commitments

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
(i) Outstanding guarantees and counter guarantees to banks in respect of the bank guarantee given in favour of STPI Authorities in India	**31**	31	27
(ii) B-17 Bond furnished to Customs Department in India	**777**	777	538
(iii) Performance guarantees given by Majesco Software and Solutions India Private Limited, a step down subsidiary of the Company on behalf of the following fellow subsidiaries :			
(a) Majesco Canada Ltd.	**7,840**	7,522	7,685
(b) Majesco (Thailand) Co. Ltd	**1,795**	1,621	1,656
(iv) Share of stamp duty against demand by the office of the Superintendent of Stamps, Gandhinagar, for implementation of the demerger scheme.	**-**	-	171

(v) During the year, one of the foreign subsidiary had received a notice in respect of legal action initiated by one of it's customers. The said customer is seeking compensatory damages / claims of USD 10 million (2017 : Nil, 2016 : Nil) which is not accepted by the foreign subsidiary since it believes that the claim has no merit and is contesting the claim. 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.

(vi) The Company does not expect any cash outflows or any reimbursements in respect of the above contingent liabilities.

Capital and other commitments			
(i) Estimated amount of contracts remaining to be executed on capital account not provided for	**13**	378	558

(All amounts in ₹ Lakhs, unless otherwise stated)

47 Segment reporting

The Company'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, UK Operations, and Others. 'Others' include operations of the Group in other parts of the world including India.

The following table sets forth revenues by country based on the billing address of the customer:

	Year ended 31 March 2018		Year ended 31 March 2017	
	Amount	%	Amount	%
Segment revenue				
North America	70,689	87.70%	73,114	88.50%
UK	4,288	5.32%	5,474	6.63%
Others	5,627	6.98%	4,029	4.88%
Total	80,604	100.00%	82,617	100.00%
Segment results				
North America	6,695	86.03%	4,065	68.54%
UK	500	6.43%	1,640	27.65%
Others	587	7.54%	226	3.81%
Total	7,782	100.00%	5,931	100.00%
Unallocable	7,307		5,283	
Finance cost	489		784	
Other income	(1,092)		(960)	
Profit before exceptional items	1,078		824	
Exceptional items	(1,053)		266	
Profit before tax	2,131		558	

The following table sets forth the Group's property and equipment, net by geographic region:

	As at 31 March 2018		As at 31 March 2017		As at April 1 2016	
	Amount	%	Amount	%	Amount	%
Segmental assets						
North America	49,685	87.99%	48,469	90.66%	49,342	90.56%
UK	3,135	5.55%	2,558	4.78%	2,508	4.60%
Others	3,649	6.46%	2,437	4.56%	2,635	4.84%
Segmental assets	56,469		53,464		54,485	
Unallocated corporate assets	37,076		11,941		12,906	
Total assets	93,545	100.00%	65,405	100.00%	67,391	100.00%
Segmental liabilities						
North America	27,972	91.98%	25,649	94.14%	25,979	93.77%
UK	1,252	4.12%	985	3.62%	1,069	3.86%
Others	1,187	3.90%	611	2.24%	657	2.37%

(All amounts in ₹ Lakhs, unless otherwise stated)

	As at 31 March 2018		As at 31 March 2017		As at April 1 2016	
	Amount	%	Amount	%	Amount	%
Segmental liabilities	**30,411**		27,245		27,705	
Unallocated corporate liabilities	**940**		1,393		5,107	
Total Liabilities	**31,351**	**100.00%**	**28,638**	**100.00%**	**32,812**	**100.00%**

We provide a significant volume of services to many customers. Therefore, a loss of a significant customer could materially reduce our revenues. The Group had no customer for the financial year ended 31 March 2018, and no customer for the financial year ended 31 March 2017 that accounted for 10% or more of total revenue. The Group had only one customer as of 31 March 2018 and no customer as of 31 March 2017 that accounted for 10% or more of total accounts receivables and unbilled accounts receivable. Presented in the table below is information about our major customer:

Particulars	As at 31 March 2018	% of total revenue	As at 31 March 2017	% of total receivables
Customer A				
Revenue	**7,138**	**8.9%**	5,905	7.3%
Accounts receivables and unbilled revenue	**3,415**	**17.70%**	453	2.3%
Customer B				
Revenue	**4,270**	**5.30%**	4,222	5.2%
Accounts receivables and unbilled revenue	**651**	**3.40%**	158	0.8%

48 The Company has accounted net foreign exchange loss from transactions and translations under "Other expenses" in accordance with the Guidance Note on Schedule III to the Companies Act, 2013 issued by the Institute of Chartered Accountants of India. Further, 'Income from operations' includes net realised foreign exchange gain arising from currency hedges relating to certain firm commitments and forecasted sales transactions. The table below shows the impact of the net foreign exchange gain on the Groups profit for the year.

	As at 31 March 2018	As at 31 March 2017
Net foreign exchange (gain) / loss	**52**	74
Net realised foreign exchange gain arising from hedging accounted under Income from operations - Information technology services	**(185)**	(180)

49 Derivative financial instruments

The Company, in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to hedge against foreign currency exposures relating to highly probable forecast transactions. The Company does not enter into any derivative instruments for trading or speculative purposes. The counter party is generally a bank. These contracts are for a period between one day and two years.

The following '' sell '' foreign exchange forward contracts are outstanding :

Foreign currency (FC)	As at 31 March 2018			As at 31 March 2017		
	No. of Contracts	Amount of Forward contracts (FC in lakhs)	Amount of Forward contracts (₹ in lakhs)	No. of Contracts	Amount of Forward contracts (FC in lakhs)	Amount of Forward contracts (INR in lakhs)
GBP	**17**	**12**	**1,019**	24	21	1,835
USD	**74**	**198**	**13,424**	-	-	-

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Mark-to-market losses			
Mark-to-market losses provided for			
Mark-to-market (gains)/loss reported in hedging reserve account (Refer note 22)	**(5)**	59	224
Mark-to-market (gains) / losses (net)	**(5)**	59	224
Classified as non current financial assets - others (Refer note 11)	**30**	-	-
Classified as current financial assets - others (Refer note 18)	**127**	64	119
Classified as other non current financial liabilities (Refer note 24)	**11**	7	-
Classified as other current financial liabilities (Refer note 29)	**83**	-	2

Unhedged foreign currency balance

Particulars	Currency	As at 31 March 2018		As at 31 March 2017	
		Foreign currency in lakhs	₹ in lakhs	Foreign currency in lakhs	₹ in lakhs
I. Assets					
Trade receivables	**USD**	**-**	**-**	-	-
	MYR	**-**	**-**	-	-
	GBP	**-**	**-**	-	-
Total trade receivables		-	-	-	-
Unhedged assets		**-**	**-**	-	-
II. Liabilities					
Payables (trade & others)	USD	**1**	**85**	-	0
	SGD	**-**	**4**	-	-
	AUD	**-**	**1**	-	-
	MYR	**-**	**1**	-	-
Other financial liabilities	USD	**-**	**-**	20	1,269
Total Liabilities		**1**	**91**	**20**	**1,269**
Unhedged payables		**1**	91	20	1,269

Particulars	Currency	1 April 2016	
		Foreign currency in lakhs	₹ in lakhs
I. Assets			
Trade receivables	CAD	-	-
	GBP	-	-
	MYR	-	-
Total trade receivables		-	-
Unhedged assets		-	-
II. Liabilities			
Payables (trade & others)	USD	1	71
Other financial liabilities	USD	47	3,081
Total liabilities		**48**	**3,152**
Unhedged payables		48	3,152

(All amounts in ₹ Lakhs, unless otherwise stated)

50 Fair values of financial assets and financial liabilities

The Group's financial instruments consist primarily of cash and cash equivalents, short term investments in time deposits, restricted cash, derivative financial instruments, accounts receivables, unbilled accounts receivable, accounts payable, contingent consideration liability and accrued liabilities. The carrying amount of cash and cash equivalents, short term investments in time deposits, restricted cash, accounts receivables, unbilled accounts receivable, accounts payable and accrued liabilities as of the reporting date approximates their fair market value due to the relatively short period of time of original maturity tenure of these instruments.

51 Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Level 1 (Quoted price in active markets)			
Investments in mutual funds FVTPL	**30,880**	1,760	1,199

	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Assets			
Level 2			
Derivative financial instruments (included in the following line items in the consolidated Balance sheet)			
Other financial assets	**157**	64	119
Other financial liabilities	**94**	7	2
Liabilities			
Level 3			
Contingent consideration	**543**	499	393
The following table presents the change in level 3 instruments:			
Opening balance	**499**	393	-
Additions	**-**	-	-
Recognized in Statement of Profit and Loss	**51**	109	-
Exchange translation	**(7)**	(3)	-
Closing balance	**543**	**499**	**393**

Contingent consideration pertaining to the acquisition of the consulting business of Agile Technologies, LLC, a New Jersey limited liability company ("Agile"), as of 31 December 2015 has been classified under level 3 as the fair valuation of such contingent consideration has been done using one or more of the significant inputs which are not based on observable market data. The fair value of the contingent consideration was estimated using a discounted cash flow technique with significant inputs that are not observable in the market. The significant inputs not supported by market activity included the Group's probability assessments of expected future cash flows related to its acquisition of the consulting business of Agile during the earn-out period, appropriately discounted considering the uncertainties associated with the obligation, and calculated in accordance with the terms of the asset purchase agreement (the "Agile Agreement"), dated 12 December 2014, as amended on 26 January 2016. The total (losses)/ gains attributable to contingent consideration payable for the acquisition of the Agile business were 51 and 109 for the fiscal years ended 31 March 2018 and 31 March 2017.The Group paid

699 to Agile as earn-out consideration in the fiscal year ended 31 March 2018. The Group paid 773 to Agile as earn-out consideration in the fiscal year ended 31 March 2017.

The fair value of derivative financial instruments is determined based on observable market inputs and valuation models. The derivative financial instruments are valued based on valuations received from the relevant counter-party (i.e., bank). The fair value of the foreign exchange forward contract and foreign exchange par forward contract has been determined as the difference between the forward rate on the reporting date and the forward rate on the original transaction, multiplied by the transaction's notional amount (with currency matching).

52 Financial risk management objectives and policies

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. We are exposed to market risk primary due to fluctuations in foreign currency exchange rates and interest rates, each as described more fully below. We do not hold or issue derivative financial instruments for trading or speculative purposes.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity

Our exposure to market risk for changes in interest rates relates primarily to our cash and cash equivalents and investments. We do not use derivative financial instruments to hedge interest rate exposure. Our cash and cash equivalents and investments as of 31 March 2018 were 5,976 and 30,880 respectively, (as of 31 March 2017 were 7,871 and 1,759 respectively and as of 1 April 2016 were 3,861 and 1,199 respectively) . We invest primarily in highly liquid, money market funds and bank fixed deposits. Because of the short-term nature of the majority of the interest-bearing securities we hold, we believe that a 10% fluctuation in the interest rates applicable to our cash and cash equivalents and investments would not have a material effect on our financial condition or results of operations.

The rate of interest on our receivables facility with HSBC, our PCFC facility and our term loan with HSBC which were in effect as of 31 March 2018, are variable and are based on LIBOR plus a fixed margin. As of 31 March 2018 , we had 3,429 in borrowings outstanding under our receivables facility with HSBC. As of 31 March 2018, we had borrowed 5,431 under our term loan with HSBC. We believe that a 10% fluctuation in the interest rates applicable to our borrowings would not have a material effect on our financial condition or results of operations.

(ii) Foreign currency risk

As bulk of the income and a significant part of the expenses of the group are earned/incurred in foreign currency any fluctuation in foreign currency exchange rates may have potential impact on the statement of profit and loss, other comprehensive income and equity.

Considering the countries and economic environment in which the group operates its operations are subject to risks arising from fluctuations in the rates of US dollar, Great Britain pound, Singapore dollar against the Indian rupee which is the functional currency of the group.

The group as per its risk management policy uses derivative instruments primarily to hedge foreign exchange.
The foreign exchange rate sensitivity is calculated by aggregate of the net foreign exchange rate exposure and a simultaneous parallel foreign exchange rates shift to all the currencies by 10% against the functional currency i.e., the Rupee.

(All amounts in ₹ Lakhs, unless otherwise stated)

The following table sets forth information relating to foreign exchange exposure as at 31 March 2018

Particulars	USD	GBP	Mal Ringit	Others*
Net Financial Assets	18,747	2,881	1,620	731
Net Financial Liabilities	17,001	364	170	65

10% appreciation/depreciation of the respective foreign currencies with respect to the functional currency would result in (decrease)/increase in the Group's profit before tax by approximately 638 for the year ended 31 March 2018

* Others include currencies such as Canadian dollar, Singapore dollar, Mexican peso, Thai Baht.

(B) Credit risk

Financial instruments that potentially subject the Group to concentrations of credit risk consist of cash and cash equivalents, time deposits, derivative financial instruments and accounts receivables. The Group maintains its cash and cash equivalents, time deposits, derivative financial instruments with banks having good reputation, good past track record, and who meet the minimum threshold requirements under the counterparty risk assessment process, and reviews their credit-worthiness on a periodic basis. Accounts receivables of the Group are typically unsecured. As there is no independent credit rating of the customer available with the Group.

Management reviews the creditworthiness of customers based on their financial position, past experience and other factors. The Group entities perform ongoing credit evaluations of their customers' financial condition and monitor the creditworthiness of their customers to which they grant credit terms in the normal course of business.

Refer to note 47 on 'Segment information' for details relating to customers with revenue that accounted for 10% or more of total revenue and their outstanding total accounts receivables and unbilled accounts receivable as of 31 March 2018 and 2017.

(C) Liquidity risk

Our cash and cash equivalent and short term investments position was 36,856 at 31 March 2018 and 9,630 at 31 March 2017. Net cash generated from/(used) by operating activities was (2,276) for financial year 2017-18 and 8,752 for financial year 2016-17.

We had accounts receivable of 12,832 at 31 March 2018 and 8,300 at 31 March 2017. We had revenues in excess of billings of 6,401 at 31 March 2018, and 5,370 at 31 March 2017. Accounts payable and accrued expenses, and current portions of borrowings amounted to 6,100 at 31 March 2018, and 5,051 at 31 March 2017. The average days sales outstanding for financial year 2017-18 and financial year 2016-17 were 87 days and 60 days, respectively. The increase to 87 days was primarily on account of decrease in our revenue/increase in trade receivable coupled with increase in unbilled revenue from our customers. The days sales outstanding have been calculated by taking into consideration the combined balances of accounts receivable and unbilled amounts receivable.

Net cash used by investing activities amounted to 23,143 for financial year 2017-18 compared to 2,500 for financial year 2016-17. Net cash used by investing activities for financial year 2017-18 included the purchase of plant, property & equipment and intangible assets aggregating to 1,289, other than investments in mutual funds and fixed deposits.

Purchase of investments in mutual funds was 28,446 (net) for financial year 2017-18 and 403 for financial year 2016-17, respectively. Restricted cash/investments was 8,814 for financial year 2017-18 compared to 7,840 for financial year 2016-17.

Net cash generated by financing activities was 23,235 for financial year 2017-18, compared to net cash used for financing activities of 2,042 for financial year 2016-17. The increase in cash generated was on account of the proceeds (net) from issue of shares of 23,188 and borrowings by 1,767 reduced by payment of divident 283 and repayment of loan by 1,065.

We operate in multiple geographical regions of the world through our various subsidiaries. We typically fund the cash requirements for our operations through license, services, and support agreements. As of 31 March 2018, we had approximately 39,857 of cash, cash equivalents, other bank balances and marketable securities of which approximately 5,350 is held by our foreign subsidiaries.

As a growing company, we have on-going capital expenditure needs based on our short term and long term business plans. Although our requirements for capital expenses vary from time to time, for the next twelve months, we anticipate incurring capital expenditures of 1,000 to 1,500 for new business development activities and infrastructure enhancements.

(All amounts in ₹ Lakhs, unless otherwise stated)

We believe that our current cash balances and anticipated cash flows from opertions will be sufficient to meet our normal operating needs for at least the next twelve months. These projections include anticipated sales to new customers and upsell/ cross sell to existing customers, the exact timing of which cannot be predicted with absolute certainty and can be influenced by factors outside our control. Our ability to fund our working capital needs and address planned capital expenditures will depend on our ability to generate cash in the future and plansto use the existing funds.

Our future liquidity and capital resource requirements will depend on many factors, including, but not limited to, the following trends and unceraintіes we face and those described in Risk Factors detailed above.

Our ability to generate cash is subject to general economic, financial, competitive and other factors beyond our control.

Our need to invest resources in product development in order to continueto enhance our current products, develop new products, attract and retain customers and keep pace with competitive product introductions and technological developments.

We experience competition in our industry and continuing technological changes.

Insurance companies typically are slow in making decisions and have numerous bureaucratic and instutional obstacles, which can make our efforts to attain new customers difficult. We compete on the basis of insurance knowledge, products, services, price, technological advances and system functionality and performance.

We do not expect a need for a change in the mix or relative cost of our sources of capital.

53 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Board of Directors of the Company in the meeting held on 3 August 2017 approved the payment of Special Dividend @ ₹ 1/- per share (face value ₹ 5/- per share), to eligible shareholders. Accordingly the Company has appropriated 253 on account of Special Dividend and 48 being tax thereon, during the financial year. As on 31 March 2018, 3 is still to be paid. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of non-current borrowing which represents long term borrowings in the form of term loans, auto loans and finance lease obligations, current borrowing from banks. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Total equity	(i)	**54,329**	29,313	27,629
Total debt	(ii)	**9,189**	8,537	9,296
Overall financing	(iii) = (i) + (ii)	**63,518**	37,850	36,925
Gearing ratio	(ii)/ (iii)	**0.14**	0.23	0.25

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2018, 31 March 2017 and 1 April 2016.

54 Demerger from Mastek Limited and slump sale to Majesco Software and Solutions India Private Limited

(a) Pursuant to a Scheme of Arrangement (the "scheme") under section 391 to 394 read with Section 100 to 103 and other applicable provision of the Companies Act, 1956 and other applicable provision of the Companies Act, 2013, the Board of Directors of Mastek Limited ("Mastek"), at its meeting held on 15 September 2014, had approved the demerger of the Insurance Products and Services business of Mastek, into the Company (Formerly known as Minefields Computers Limited), followed by transfer by the Company of the offshore insurance operations business in India to Majesco Software and Solution India Private Ltd ("MSSIPL") a wholly owned subsidiary of Majesco Software and Solution Inc., USA ("MSSUS") a subsidiary of the company, retaining the domestic operations with the Company. The appointed date of the scheme was 1 April 2014 and the appointed date for transfer of the offshore insurance operation business transfer was 1 November 2014. Mastek obtained necessary approvals for the Scheme under clause 24(f) of the Listing Agreement with the BSE and NSE from SEBI on 9 December 2014. The Scheme has also been approved by the Hon'ble High Court of Bombay and Hon'ble High Court of Gujarat and on filing with the Registrar of Companies ("ROC") the said scheme become effective from June 1, 2015. As specified in the scheme, Mastek shareholders have been issued one equity share in the Company for every share held in Mastek, while retaining their existing Mastek share. Existing 50,000 equity shares of INR 10/- each of the Company (Formerly known as Minefields Computers Limited) were cancelled on 1 June 2015.

The shares of the Company were listed on 19 August 2015 on the BSE and NSE, where Mastek is listed. The demerger has resulted in the transfer of the assets, liabilities, other reserves and surplus, employee stock options outstanding account and hedging reserve account related to the demerged entity from Mastek and accordingly have been given effect to in the consolidated financial statements for the year ended 31 March 2016.

The difference in book value of the above assets net of liabilities and specific reserves and the Capital Reserve on Consolidation as on 31 March 2015 aggregating to 16,651 have been credited to Surplus in Profit and Loss Account for the year ended 31 March 2016.

(b) The deferred tax assets arising from difference between the book value of depreciable fixed assets and of their written down value for tax purpose and timing difference of certain expenses relating to the period prior to 1 April 2015 aggregating to 284 has been credited to General Reserve during the year ended 31 March 2016.

55 Acquisition of Cover-All Technologies Inc. , USA

On 14 December 2014, Majesco USA a subsidiary of Majesco Limited ("the Company" or Majesco) entered into a definitive agreement plan of merger with Cover-All Technologies Inc. ("Cover-All") pursuant to which Cover-All will merge with and into Majesco USA, with Majesco USA surviving the merger in a 100% stock for stock transaction pursuant to which Cover-All's stock holders will receive 16.50% of the outstanding shares in the combined company. During the time, Cover-All common stock was listed on the NYSE MKT in the USA.

The shareholders of Cover-All approved the merger at the meeting of shareholders held on 22 June 2015. Majesco USA consummated the merger on 26 June 2015 and its common stock got listed on NYSE MKT and began trading on 29 June 2015.

For the purpose of these consolidated financial statements Majesco has accounted for the acquisition of Cover-All using the pooling of interest method wherein the assets, liabilities and reserves of Cover-All are recorded at their existing carrying amounts, after making adjustments for significant differences in the account policies followed by Cover-All and Majesco to align the accounting policy of the company.

56 Acquisition of Mastek Asia Pacific Pte. Limited

On 31 October 2015, Majesco SDN BHD, a company incorporated under the laws of Malaysia ("Majesco Malaysia") a step down subsidiary of Majesco Limited ("the Company" or Majesco) entered into a share purchase agreement with Mastek Limited (Mastek), pursuant to which Majesco Malaysia agreed to purchase from Mastek all of the issued and outstanding shares of Mastek Asia Pacific Pte. Limited, a company incorporated under the laws of Singapore for a total cash purchase consideration of 381,800 Singapore Dollars (180). The acquisition was completed on 1 November 2015 and goodwill of 39 has been recognized on consolidation. Mastek Asia Pacific Pte. Limited has been renamed as Majesco Asia Pacific Pte. Limited

During the year ended 31 March 2017, 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. The same has been disclosed as adjustment to goodwill on consolidation in the consolidated balance sheet. Considering the nature and amount of loss provided it has been disclosed as an exceptional item.

57 Acquisition of business of Agile Technologies, LLC

During the year ended 31 March 2015, Majesco USA, a subsidiary of Majesco Limited had acquired the insurance industry focused IT consulting business of Agile technologies, LLC ("Agile") with effect from 01 January 2015. On acquisition, goodwill of USD 3.89 million (2,577) was recognized in the books in that year.

In addition, the terms of purchase provides for payment of contingent consideration to the selling shareholders, payable over three years and calculated based on achievement of specific targets, The contingent consideration is payable in cash and cannot exceed USD 4.20 million (2,625). A sum of USD 1.01 million (665) was paid in 2015-16.

In the financial year 2016-17 an amendment to the initial agreement was executed and converted 50% of the remaining contingent consideration into deferred consideration and capitalized additional USD 1.17 million (773) as goodwill.

(All amounts in ₹ Lakhs, unless otherwise stated)

During the financial year 2017-18 an amount of USD 1.1 million (699) was paid and charged to expense. Balance contingent consideration is provided for at fair value. Refer note 5.3 (g)(i) & (v) for effect of treatment on transition to Ind AS w.e.f. 1 April 2016.

58 New Zealand Branch

On 23 March 2016, the US subsidiary has incorporated a branch in New Zealand. There are no revenue generated from the branch for the year ended 31 March 2017 and 31 March 2018 respectively

59 Mexico Branch

On 22 June 2016, the US subsidiary has incorporated a branch in Mexico. Impact of its operations and balances are included in consolidated financial statements

60 Minority Interest

As at 31 March 2018, the Company held 69.75% (previous year 69.93%) of the shares of its subsidiary "Majesco, USA". Accordingly minority interest has been computed and shown separately in the consolidated financial statements of the company.

Majesco, USA had adopted the Majesco 2015 Equity Incentive Plan during the financial year 2015-16, under which option may be granted to the employees, consultants and directors. As of 31 March 2018, 1,200,212 (previous year 627,675) options were exercisable.

Majesco USA has also issued warrants to purchase its shares to the lenders of Cover- All (subsidiary of the Company) and advisor to Majesco. As at 31 March 2018, 25,000 (previous year 334,064) excisable warrants were outstanding.

On exercise of the option and warrants the share of minority interest of the Group will increase.

61 Disclosures mandated by Schedule III of Companies Act, 2013 by way of additional information

Net Assets

Name of the entity	As at 31 March 2018		As at 31 March 2017	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
Parent Entity				
Majesco Limited	**96%**	**51,990**	93%	27,323
Subsidiary				
Indian				
Majesco Software and Solutions India Private Ltd.	**9%**	**4,653**	3%	762
Foreign				
Majesco	**19%**	**10,520**	60%	17,622
Majesco Software and Solutions Inc.	**10%**	**5,686**	16%	4,829
Cover-All Systems Inc.	**20%**	**10,934**	24%	7,024
Majesco Canada Ltd.	**0%**	**(19)**	0%	(26)
Majesco (UK) Ltd.	**3%**	**1,590**	4%	1,263
Majesco Sdn Bhd.	**4%**	**2,136**	6%	1,836
Majesco (Thailand) Co. Ltd.	**-1%**	**(698)**	-2%	(608)
Majesco Asia Pacific Pte Ltd.	**0%**	**114**	0%	102
	64%	**34,916**	112%	**32,804**
Minority Interest	**-14%**	**(7,865)**	-25%	(7,454)
Intercompany elimination and consolidation adjustments	**-45%**	**(24,712)**	-80%	(23,360)
Total		**54,329**		**29,313**

(All amounts in ₹ Lakhs, unless otherwise stated)

Share in Total OCI

Name of the entity	As at 31 March 2018		As at 31 March 2017	
	As % consolidated profit or loss	Amount	As % consolidated profit or loss	Amount
Parent Entity				
Majesco Limited	359%	1,445	-30%	146
Subsidiary				
Indian				
Majesco Software and Solutions India Private Ltd.	873%	3,520	48%	(229)
Foreign				
Majesco	-2204%	(8,883)	721%	(3,474)
Majesco Software and Solutions Inc.	109%	439	39%	(190)
Cover-All Systems Inc.	966%	3,892	-911%	4,390
Majesco Canada Ltd.	0%	1	41%	(199)
Majesco (UK) Ltd.	80%	321	34%	(164)
Majesco Sdn Bhd.	59%	237	30%	(146)
Majesco (Thailand) Co. Ltd.	-22%	(89)	13%	(62)
Majesco Asia Pacific Pte Ltd.	3%	11	8%	(40)
	-137%	(551)	24%	(114)
Minority Interest	44%	179	-9%	45
Intercompany elimination and consolidation adjustments	-10%	(40)	11%	(53)
Total		1,033		24

Share in profit/(loss)

Name of the entity	As at 31 March 2018		As at 31 March 2017	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
Parent Entity				
Majesco Limited	228%	1,435	25%	128
Subsidiary				
Indian				
Majesco Software and Solutions India Private Ltd.	555%	3,488	-88%	(445)
Foreign				
Majesco	-1421%	(8,935)	-666%	(3,368)
Majesco Software and Solutions Inc.	68%	426	-28%	(140)
Cover-All Systems Inc.	606%	3,811	924%	4,673
Majesco Canada Ltd.	1%	6	-40%	(203)
Majesco (UK) Ltd.	21%	134	11%	58
Majesco Sdn Bhd.	-4%	(25)	24%	119
Majesco (Thailand) Co. Ltd.	-4%	(23)	-12%	(62)
Majesco Asia Pacific Pte Ltd.	0%	3	-7%	(34)
	-177%	(1,115)	118%	598
Minority Interest	55%	349	-33%	(167)
Intercompany elimination and consolidation adjustments	-6%	(40)	-10%	(53)
Total		629		506

(All amounts in ₹ Lakhs, unless otherwise stated)

Share in OCI

Name of the entity	As at 31 March 2018		As at 31 March 2017	
	As % consolidated profit or loss	Amount	As % consolidated profit or loss	Amount
Parent Entity				
Majesco Limited	**2%**	**10**	-4%	18
Subsidiary				
Indian				
Majesco Software and Solutions India Private Ltd.	**8%**	**32**	-45%	216
Foreign				
Majesco	**13%**	**52**	-22%	(106)
Majesco Software and Solutions Inc.	**3%**	**13**	-10%	(50)
Cover-All Systems Inc.	**20%**	**81**	-59%	(283)
Majesco Canada Ltd.	**-1%**	**(5)**	1%	4
Majesco (UK) Ltd.	**46%**	**187**	-46%	(222)
Majesco Sdn Bhd.	**65%**	**262**	-55%	(265)
Majesco (Thailand) Co. Ltd.	**-16%**	**(66)**	0%	0
Majesco Asia Pacific Pte Ltd.	**2%**	**8**	-1%	(6)
	140%	**564**	-237%	**(712)**
Minority Interest	**-42%**	**(171)**	-44%	212
Intercompany elimination and consolidation adjustments	**0%**		0%	
Total		**403**		**(482)**

62 Previous year figures have been regrouped/reclassified to confirm presentation as per Ind AS as required by Schedule III of the Act.

The accompanying notes are an integral part of the financial statements.

For and on behalf of the Board of Directors

As per our report of even date

Farid Kazani
Managing Director
DIN- 06914620

Venkatesh Chakravarty
Non-Executive Chairman and Independent Director
DIN- 01102892

For Varma & Varma
Chartered Accountants
FRN: 004532S

Radhakrishnan Sundar
Executive Director
DIN- 00533952

Kunal Karan
Chief Financial Officer

Varika Rastogi
Company Secretary
M. No - F7864

Cherian K Baby
Partner
M No: 16043

Place : Navi Mumbai
Date : May 14, 2018

Place : Navi Mumbai
Date : May 14, 2018

Place : Navi Mumbai
Date : May 14, 2018

Place : Navi Mumbai
Date : May 14, 2018

KEY STATISTICS (CONSOLIDATED)

(₹ in lakhs)

Particulars	2017-18	2016-17
Total revenue	**81,696**	83,577
Operating Profit (EBIDT)	**3,352**	3,330
Operating Profit Margin (%)	**4.10%**	3.98%
Net Profit	**280**	673
EPS (₹/share) - Basic	**2.60**	2.18
EPS (₹/share) - Diluted	**2.47**	2.05
Growth in Total Income	**-2.25%**	9.08%
Net Profit Margin	**0.34%**	0.81%
Effective Depreciation rate	**15%**	16%
Interest Cover (Times)	**0.41**	0.51
Return on Net Worth	**1.16%**	1.73%
Debt/Equity	**0.17**	0.29
Current Ratio	**2.71**	1.86
Debtors Turnover (No. of days)	**81**	79
Depreciation/Average Gross Block	**0.15**	0.16
Dividend Payout	**283**	NA
Operating Cash Flows	**(2,276)**	8,752
Capital Expenditure in Fixed Assets	**1,289**	2,467
Current Investments and Cash and Bank Balances	**39,857**	17,565
Current Investments and Cash and Bank Balances as % of total assets	**43%**	27%
Book Value of shares (₹/Share) as at the year end	**193.19**	125.47
Market Value of share (₹/Share) as at the year end	**491.15**	332.60
Price earning Multiple	**189**	153
Group Employees as at year end (including contractor employees)	**2,472**	2,312
Offshore (Numbers)	**2,003**	1,852
Onsite (Numbers)	**469**	460

NOTICE

MAJESCO LIMITED
(formerly known as Minefields Computers Limited)
Regd. Office: MNDC, MBP-P-136, Mahape, Navi Mumbai – 400710
Corporate Identification Number (CIN): L72300MH2013PLC244874
Phone: +91-22-61501800; **Fax:** +91-22-27781320
Website: www.majesco.com

NOTICE is hereby given that 5th Annual General Meeting ("AGM") of **MAJESCO LIMITED** is scheduled to be held on Friday, August 3, 2018 at 11.00 A.M. at Hotel "Country Inn and Suites By Radisson", Plot No. X- 4/5 - B, TTC Industrial Area, MIDC, Mahape, Shilphata Road, Navi Mumbai – 400 701 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company (Stand-alone and Consolidated) for the financial year ended March 31, 2018 together with Reports of the Board of Directors and Auditors thereon.

2. To confirm the payment of Special Dividend @ 20% i.e. Rs. 1/- per equity share of face value of Rs. 5/- each, already paid.

3. To appoint a Director in place of Mr. Ketan Mehta (DIN: 00129188), a Non-Executive Director who retires by rotation and being eligible, offers himself for re-appointment.

4. **To ratify the appointment of Statutory Auditors**

   To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], pursuant to the recommendations made by the Audit Committee and Board of Directors of the Company and pursuant to the resolution passed by the Members at the 2nd AGM held on April 30, 2015, the appointment of M/s. Varma and Varma, Chartered Accountants (Firm Registration no. 004532S) as Statutory Auditors of the Company, to hold office from the conclusion of this AGM until the conclusion of next AGM of the Company be and is hereby ratified, at such remuneration as may be fixed by the Board of Directors of the Company from time to time.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient in order to give effect to the above resolution."

SPECIAL BUSINESS:

5. **Re-appointment of Mr. Radhakrishnan Sundar as an Executive Director of the Company**

   To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to Sections 188, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] (hereinafter referred to as "the Act"), the relevant provisions of the Articles of Association of the Company and subject to the Central Government and/ or such statutory approvals, if any, as may be necessary, being obtained from the appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Radhakrishnan Sundar (DIN: 00533952), as an Executive Director of the Company, liable to retire by rotation, for a period of 3 (three) years commencing from June 1, 2018 to May 31, 2021 upon terms and conditions including remuneration as set out herein below, with further liberty to the Board (which term shall include any committee constituted/ to be constituted by the Board) from time to time to alter the said terms and conditions of his re-appointment including remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Radhakrishnan Sundar and as may be permissible under the Act:

   Basic Salary:
   Rs. 2,00,000/- (Rupees Two lakhs only) per month, with an option of annual increment as may be decided by the Nomination and Remuneration Committee/ the Board of Directors, from time to time.

   Car Facility:
   Car facility with driver to be used for the business of the Company.

   Telephone
   Free telephone facility at his residence to be used for the business of the Company.

   Provident Fund Contribution:
   Company's contribution towards provident fund as per rules of the Company, but not exceeding 12% of Basic Salary.

Gratuity
As per rules of the Company.

Perquisites
As may be permitted as per the policy of the Company or by the Nomination and Remuneration Committee/ the Board of Directors, from time to time.

RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Act, the remuneration, as set out above, be paid as minimum remuneration to Mr. Radhakrishnan Sundar, in the event of absence or inadequacy of profits in any financial year during the tenure of his re-appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution".

By order of the Board of Directors
For **Majesco Limited**

Place: Navi Mumbai
Date: May 14, 2018

Varika Rastogi
Company Secretary
FCS 7864

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE AGM. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPIATE RESOLUTION/ LETTER OF AUTHORITY, AS APPLICABLE.

2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business in the Notice is annexed hereto.

3. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings, details in respect of the Directors seeking re-appointment at the AGM, form part of this Notice.

4. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, July 28, 2018 to Friday, August 3, 2018 (both days inclusive), for the purpose of AGM.

5. Members are requested to immediately notify any change in their address and E-mail IDs to the Registrar and Share Transfer Agent of the Company at the following address:

   Karvy Computershare Private Limited (Unit: Majesco Limited)
   Karvy Selenium Tower B, Plot 31-32,
   Financial District, Nanakramguda, Hyderabad – 500 032, India
   Phone: +91 40 6716 2222 Fax: +91 40 23001153
   E-mail: einward.ris@karvy.com

6. Members/ Proxies/ Authorized Representatives are requested to bring duly filled Attendance slip along with their copy of the Annual Report, for attending the AGM. Please note that copies of the Annual Report or Attendance Slips shall not be distributed at the AGM.

7. Notice of fifth AGM and Annual Report for 2017-18 will be made available on the Company’s website https://ir.majesco.com/financial-information/annual-reports/.

8. The route map showing directions to reach the venue of the AGM is attached with this Notice.

9. The members may kindly note that no gifts or gift coupons or cash in lieu of gifts will be distributed at or in connection with the AGM.

10. **Voting through Electronic Means**

    Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 (‘Amended Rules 2015’) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its members with the option of voting by electronic means.

    a. Each member can cast his vote electronically from https://evoting.karvy.com

    b. The login details and password for electronically voting shall be provided by Karvy Computershare Private Limited.

    c. E-voting has to be done online by all the shareholders. Once the vote on a resolution is cast by the member electronically, he/ she shall not be allowed to change it subsequently.

    d. The Board of Directors has appointed Mr. Abhishek Bhate, Practicing Company Secretary, who shall scrutinize the electronic voting process at the AGM and provide its report to the Chairman by August 4, 2018.

       As per Rule 20(4)(vi) of the Amended Rules 2015, the facility for remote e-voting shall close at 5.00 p.m. on the date preceding the date of AGM, i.e. in the instant case, e-voting shall close on August 2, 2018. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

    e. The results of resolutions passed shall be declared on the basis of report of Mr. Abhishek Bhate, Practicing Company

Secretary and voting at fifth AGM. The Result of voting shall be placed at the Company's website viz.www.majesco.com.

11. **PROCEDURE AND INSTRUCTIONS FOR E-VOTING**
The instructions for remote e-voting are as under:

A. In case a Member receiving an email of the AGM Notice from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:

i) Launch internet browser by typing the URL: https:// evoting.karvy.com.

ii) Enter the login credentials (i.e., User ID and password mentioned below). Event No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

iii) After entering these details appropriately, Click on "LOGIN"

iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v) You need to login again with the new credentials.

vi) On successful login, the system will prompt you to select the "EVENT" i.e., (name of the Company).

vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.

ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

x) You may then cast your vote by selecting an appropriate option and click on "Submit".

xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).

xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: pcsabhishekbhate@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

xiii) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. July 27, 2018 ,may write to the Karvy on the email Id: einward.ris@karvy.com or Ms. Krishna Priya, Contact No. 040-67161633, at [Unit: Majesco Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote..

B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:

i) User ID and initial password as provided as follows at the bottom of Attendance Slip.

EVEN (E- Voting Event Number)	USER ID	PASSWORD/ PIN
3890		

ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

C. The remote e-voting period commences on Tuesday, July 31, 2018 at 9.00 A.M. and ends on Thursday, August 2, 2018 at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being July 27, 2018, may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.

D. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of https://evoting.karvy.com. (Karvy's website).

E. The voting rights of the Members shall be in proportion to the shares held by the members as on the cut-off date being July 27, 2018.

F. The Company has appointed Mr. Abhishek Bhate, Practicing Company Secretary (Membership No.A27747) as a Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

G. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.

H. The Results on resolutions shall be declared on or after the Annual General Meeting of the Company and the resolution(s) will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolution(s).

I. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company and Service Provider's website (https://evoting.karvy.com) and the communication will be sent to the BSE Limited and the National Stock Exchange of India Limited.

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

13. All documents as mentioned in the resolutions and/ or Explanatory Statement are available for inspection by the Members at the Registered Office of the Company from 10.00 A.M. to 12.00 Noon on all working days, up to the date of AGM and will also be made available at the venue of the AGM.

14. Certificate issued by Statutory Auditors of the Company, as required under the SEBI (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto, is available for inspection by the Members at the venue of the AGM and also at the Registered Office of the Company from 10.00 AM to 12.00 Noon on all working days up to the date of AGM.

15. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc., in all correspondence with the Company/ Share Transfer Agent.

16. The Securities and Exchange Board of India ("SEBI") has made mandatory to quote Permanent Account Number (PAN) for transfer/ transmission of shares in physical form and hence, the transferee/ legal heir(s) is required to furnish copy of his/ her PAN to the Company/ Share Transfer Agent.

17. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. In case of shares held in electronic mode, the request for change of address should be made to the respective DPs with whom the Member(s) are holding the demat account.

18. **Information about the Directors seeking appointment/ re-appointment, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2)**

Name of the Director	Mr. Ketan Mehta	Mr. Radhakrishnan Sundar
Director Identification Number (DIN)	00129188	00533952
Date of Birth	September 9, 1958	July 1, 1956
Category of Director	Non-Executive Director	Executive Director
Date of Appointment on Board	April 29, 2015	June 1, 2015
Brief Resume including Qualification	Mr. Ketan Mehta is the Co-founder of the Company. He led the transformation of Majesco from horizontal solution company to Insurance focused software and solutions company over a decade. As a part of this transformation, he orchestrated acquisitions and integration of five insurance software and consulting companies into the Company. Prior to that, he was instrumental in building a successful joint venture between Mastek and Deloitte Consulting in 2000. Mr. Ketan Mehta has also played variety of roles within Majesco and Mastek including leadership of international operations. He is an MBA from Indian Institute of Management, Ahmedabad.	Mr. Radhakrishnan Sundar is the Co-founder of Mastek Limited. He worked for two years with HCL Limited, before co-founding Mastek Limited. He served as Executive Director of Mastek Limited before being appointed as Executive Director of Majesco Limited on June 1, 2015 as per the Scheme of Arrangement approved by the Hon'ble High Court of Bombay and the Hon'ble High Court of Gujarat. Mr. Radhakrishnan Sundar holds B.E. in Electronics after which he did his PGDM from the Indian Institute of Management, Ahmedabad.
Expertise in specific functional area	During his long tenure with Mastek, Majesco and its affiliates, Mr. Ketan Mehta has handled various functions such as Sales, Delivery and General Management. He actively participates in strategic initiatives.Currently, he is CEO of Majesco, USA.	Mr. Sundar has extensive experience in software industry.
Other directorship held in listed companies	NIL	NIL
Committee Membership in Listed companies	Nomination and Remuneration Committee – Member	Investors' Grievances and Stakeholders' Relationship Committee- Member Audit Committee- Member
No. of shares held in the Company as on March 31, 2018	26,19,100	13,60,161
Nos. of board meetings attended during the year	5	7
Relationships between Directors inter-se	None	
Remuneration Details	Please refer Directors' Report	

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Re-Appointment of Mr. Radhakrishnan Sundar as an Executive Director

Mr. Radhakrishnan Sundar (DIN: 00533952) was appointed as an Executive Director of the Company, for a period of three years starting from June 1, 2015 up to May 31, 2018 vide shareholders' resolution passed through Postal Ballot on September 29, 2015.

As tenor of Mr. Radhakrishnan Sundar as an Executive Director expires on May 31, 2018, it is proposed to re-appoint him for a further period of three years starting from June 1, 2018 up to May 31, 2021, on the same terms and conditions including remuneration as earlier, as specifically mentioned in the resolution. His brief profile & other details, as required by Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, have been provided in note no. 18 to the Notice.

Based on recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 14, 2018 has proposed, subject to the approval of the members, re-appointment of Mr. Radhakrishnan Sundar as an Executive Director of the Company for a period of 3 (three) years with effect from June 1, 2018 to May 31, 2021, liable to retire by rotation.

The Employment agreement proposed to be entered into with Mr. Radhakrishnan Sundar is open for inspection at the registered office of the Company between 10.00 A. M. to 12.00 Noon, on all working days up to the date of the AGM.

Your Board of Directors recommend to pass the resolution for re-appointment of Mr. Radhakrishnan Sundar as an Executive Director, as a Special Resolution as set out in Item No. 5 of the Notice.

None of the Directors, except Mr. Radhakrishnan Sundar and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution mentioned in Item no. 5 of the notice.

Statement as per Schedule V to the Companies Act, 2013

I. General Information:

(1) Nature of Industry: Software Industry

(2) Date or Expected date of commencement of commercial production: June 1, 2015

(3) Financial Performance for the year ended March 31, 2017 and March 31, 2018:

₹ in Lakhs

Particulars	FY 2016-17	FY 2017-18
Total Income	3,131	3,857
EBIDTA	478	1,170
Profit before Tax	88	2,085
Profit after Tax	128	1,435
EPS (Rs.)	Basic- 0.55 Diluted- 0.52	Basic- 5.92 Diluted- 5.62
Property, Plant & equipment	374	467
Net Worth	27,323	51,990

(4) Foreign investment or collaborations, if any:

The Company does not have any direct foreign investments or foreign collaborations.

II. Information about the appointee:

(1) Background details:

Mr. Radhakrishnan Sundar holds B.E. in Electronics after which he did PGDM from the Indian Institute of Management, Ahmedabad in 1979. He worked for 2 years with HCL after which he co-founded Mastek Limited. With effect from June 1, 2015, he has been appointed as Executive Director of Majesco Limited.

(2) Past Remuneration:

Rs. 26,88,000/- for the financial year 2017-18

(3) Recognition and awards: NIL

(4) Job Profile and his suitability:

Mr. Radhakrishnan Sundar has around 36 years of extensive experience in the software industry, of which 14 years in the US. He actively participates in strategic initiatives. During his tenure as an Executive Director with Mastek, he has directly handled various functions such as Strategy, Sales and Product Development. He was appointed as Executive Director of Majesco Limited with effect from June 1, 2015.

(5) Remuneration proposed: Rs. 26,88,000/- per annum

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The proposed remuneration is comparable and competitive, considering the industry, size of the company, the managerial position and credential of the appointee.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Mr. Radhakrishnan Sundar is one of the promoters of Majesco Limited. He is not related to any Managerial personnel of the Company and does not have any pecuniary relationship with the Company other than his shareholding and remuneration paid by Company to him mentioned elsewhere in this notice.

III. Other information:

(1) Reason for loss or inadequate profit:

Financial year 2017-18 of the Company was the fourth year of operations after getting demerged from Mastek Limited. During the financial year 2017-18, the Company did not have adequate profits for payment of managerial remuneration, as prescribed under Section 197 read with Schedule V of the Companies Act, 2013. The profitability has increased during the year but the total managerial remuneration payable exceeds the limits as specified under Section 197 of the Companies Act, 2013.

(2) Steps taken or proposed to be taken for improvements:

Majesco intends to extend its leadership as a provider of core system software to the global insurance industry. The key elements of the Company's strategy include:

- **Continue to innovate and extend its technology leadership:** Majesco intends to enhance the functionality of its industry-leading software for insurance carriers through continued focus on product innovation and investment in research and development.
- **Strategic acquisitions:** Majesco intends to continue acquiring companies with synergistic assets and capabilities. The Company will focus on improving revenue growth and profitability through integration synergies.
- **Expand its customer base:** Majesco intends to continue to aggressively pursue new customers by specifically organization, leveraging current customers as references and extending geographic reach. Majesco targets new customers with its complete solution or by selling one or more of its applications, based on customer's initial needs.
- **Upsell its existing customer base:** Majesco intends to build upon its established customer relationship and track record of successful implementations.
- **Deepen and expand strategic relationships with its system integration partners:** Majesco will continue to collaborate with, and seek to increase the value that its solutions generate for its strategic partner to drive awareness and adoption of its software solutions throughout the insurance industry.
- **Increase market awareness of its brand and solutions:** Majesco intends to continue to use its key partnership, customer references and marketing effort to strengthen its brand and reputation, enhance market awareness of its solutions to the insurance industry.

(3) Expected increase in productivity and profits in measurable terms:

The above mentioned steps are expected to increase the revenue and profits in current year.

IV. Disclosures:

(1) Remuneration Package:

The detailed remuneration proposed has been mentioned in item no. 5 to the Notice.

(2) Details of Fixed Component and performance linked incentive along with the performance criteria:

All components of the remuneration package are fixed. No performance linked incentive to be given.

(3) Service Contracts, Notice Period, Severance fees etc.

The service agreement is for three years. Notice Period: 3 months

(4) Stock Option details: NIL

By order of the Board of Directors
For **Majesco Limited**

Place: Navi Mumbai
Date: May 14, 2018

Varika Rastogi
Company Secretary
FCS 7864

MAJESCO LIMITED

Corporate Identification Number (CIN): L72300MH2013PLC244874
Registered Office: MNDC, MBP-P-136, Mahape, Navi Mumbai- 400710
Website: www.majesco.com; **Phone:** +91-22-6150 1800 ; **Fax:** +91 22-2778 1320

Proxy Form

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): ....

Registered Address: ....

Folio/DPID-Client ID ....

I/We, being the member(s) of ....shares of Majesco Limited (the above named Company), hereby appoint

Name: ....Address: ....

E-mail id: .... signature ....or failing him;

Name: ....Address: ....

E-mail id: .... signature ....or failing him;

Name: ....Address: ....

E-mail id: .... signature ....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 5th Annual General Meeting of the Company, to be held on Friday, August 3, 2018 at Hotel Country Inn and Suites By Radisson, Plot No. X- 4/5 - B, TTC Industrial Area, MIDC, Mahape, Shilphata Road, Navi Mumbai -400701 and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	Adoption of Financial Statements (Stand-alone & Consolidated) and Reports thereof for the Financial year 2017-18.		
2.	Confirmation and ratification of the payment of special dividend.		
3.	Re-appointment of Mr. Ketan Mehta as Director liable to retire by rotation.		
4.	Ratification of appointment of M/s. Varma & Varma, Chartered Accountants as Statutory Auditors of the Company.		
5.	Re-appointment of Mr. Radhakrishnan Sundar as Executive Director of the Company.		

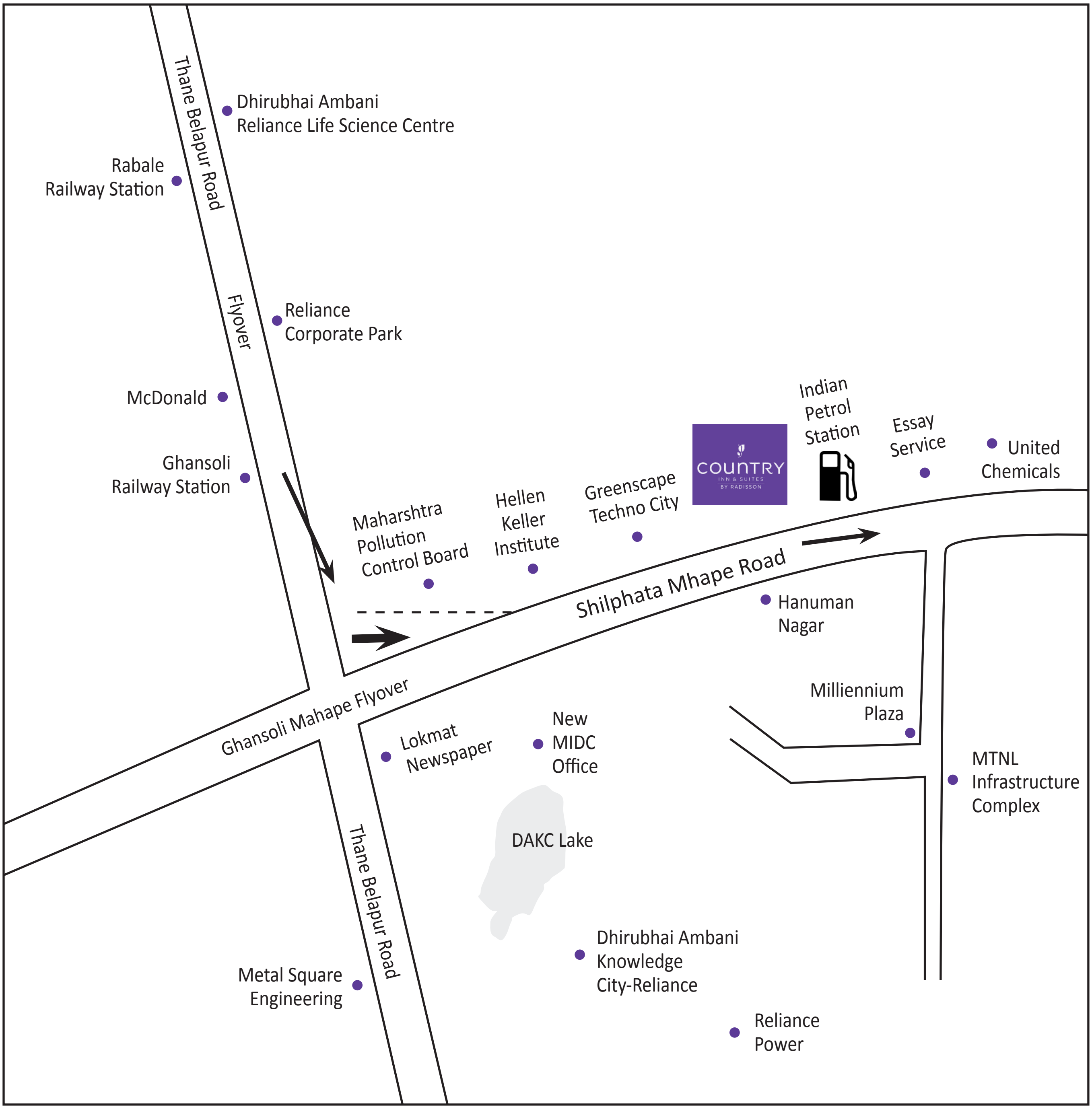
Signed this .... day of 2018

Affix
revenue
stamp
Rs. 1

Signature of Shareholder
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the AGM.

ROUTE MAP TO THE VENUE OF THE AGM



<u>Venue</u>:

Hotel "Country Inn and Suites By Radisson",
Plot No. X- 4/5 - B, TTC Industrial Area, MIDC,
Mahape, Shilphata Road, Navi Mumbai – 400701

Notes

Notes

INDIA

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NAVI MUMBAI
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Colonia Roma, Delegacion,
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Ciudada de Mexico

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THAILAND
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Bangrak, Bangkok, 10500.

SINGAPORE
MAJESCO ASIA PACIFIC PTE LIMITED
#11-06, Sim Lim Tower, 10,
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MAJESCO LIMITED

(formerly known as Minefields Computers Limited)

Regd. Office : MNDC, MBP-P-136, Mahape, Navi Mumbai - 400710, Maharashtra, India.

Corporate Identification Number (CIN) : L72300MH2013PLC244874

Phone : +91 22 61501800 **Fax :** +91 22 27781320

Website : www.majesco.com