**PART I : STATEMENT OF CONSOLIDATED PROFIT AND LOSS OF NUCLEUS SOFTWARE EXPORTS LIMITED AND SUBSIDIARIES FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2012**

(Amount in Rupees lakhs)

| | Particulars | Quarter Ended | | | Nine Months Ended | | Year Ended |
|---|---|---|---|---|---|---|---|
| | | Dec 31, 2012 | Sep 30, 2012 | Dec 31, 2011 | Dec 31, 2012 | Dec 31, 2011 | March 31, 2012 |
| | | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| 1. | **INCOME FROM OPERATIONS** | | | | | | |
| | Income from Software Products and Services | 7,463.07 | 7,174.72 | 7,400.08 | 22,032.35 | 21,218.72 | 28,225.48 |
| | **Total Income from operations (net)** | **7,463.07** | **7,174.72** | **7,400.08** | **22,032.35** | **21,218.72** | **28,225.48** |
| 2. | **EXPENSES** | | | | | | |
| | a) Employee benefits expense | 4,080.99 | 4,075.65 | 3,865.60 | 12,449.76 | 11,739.79 | 15,707.72 |
| | b) Depreciation and amortisation expense | 161.40 | 137.07 | 173.94 | 457.54 | 568.96 | 745.04 |
| | c) Travel expense | 498.86 | 512.85 | 589.76 | 1,530.78 | 1,473.71 | 1,954.55 |
| | d) Outsourced technical service expense | 254.10 | 226.06 | 633.31 | 799.93 | 1,784.50 | 1,987.92 |
| | e) Other expenses | 1,366.50 | 1,155.65 | 1,297.89 | 3,857.82 | 3,569.36 | 4,987.72 |
| | **Total Expenses** | **6,361.85** | **6,107.28** | **6,560.50** | **19,095.83** | **19,136.32** | **25,382.95** |
| 3. | **PROFIT FROM OPERATIONS BEFORE OTHER INCOME, FINANCE COSTS AND TAXES (1-2)** | **1,101.22** | **1,067.44** | **839.58** | **2,936.52** | **2,082.40** | **2,842.53** |
| 4. | Other Income | 503.70 | 255.93 | 726.13 | 1,610.00 | 1,778.06 | 2,020.64 |
| 5. | **PROFIT FROM OPERATIONS BEFORE FINANCE COSTS AND TAXES (3+4)** | **1,604.92** | **1,323.37** | **1,565.71** | **4,546.52** | **3,860.46** | **4,863.17** |
| 6. | Finance costs | 11.37 | 8.94 | 8.16 | 30.82 | 23.30 | 32.81 |
| 7. | **PROFIT BEFORE TAXES (5-6)** | **1,593.55** | **1,314.43** | **1,557.55** | **4,515.70** | **3,837.16** | **4,830.36** |
| 8. | Tax expense | 360.62 | 304.91 | 550.81 | 1,043.75 | 1,182.41 | 1,296.35 |
| 9. | **PROFIT AFTER TAXES (7-8)** | **1,232.93** | **1,009.52** | **1,006.74** | **3,471.95** | **2,654.75** | **3,534.01** |
| 10. | Minority Interest | - | - | - | - | - | - |
| 11. | **NET PROFIT FOR THE PERIOD (9-10)** | **1,232.93** | **1,009.52** | **1,006.74** | **3,471.95** | **2,654.75** | **3,534.01** |
| 12. | Paid-up Equity Share Capital (Face Value Rs.10 each) | 3,238.51 | 3,238.50 | 3,238.50 | 3,238.51 | 3,238.50 | 3,238.50 |
| 13. | Reserves excluding Revaluation Reserves | - | - | - | - | - | 28,174.22 |
| 14. | **Earnings Per Share (Rs.) (Par value Rs.10 each) (not annualised)** | | | | | | |
| | Basic | 3.81 | 3.12 | 3.11 | 10.72 | 8.20 | 10.91 |
| | Diluted | 3.81 | 3.12 | 3.11 | 10.72 | 8.20 | 10.91 |

For Nucleus Software Exports Ltd.

Managing Director

**PART I : STATEMENT OF PROFIT AND LOSS OF NUCLEUS SOFTWARE EXPORTS LIMITED FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2012**

(Amount in Rupees lakhs)

| | Particulars | Quarter Ended | | | Nine Months Ended | | Year Ended |
|---|---|---|---|---|---|---|---|
| | | Dec 31, 2012 | Sep 30, 2012 | Dec 31, 2011 | Dec 31, 2012 | Dec 31, 2011 | March 31, 2012 |
| | | Audited | Audited | Audited | Audited | Audited | Audited |
| 1. | **INCOME FROM OPERATIONS** | | | | | | |
| | Income from Software Products and Services | 4,929.44 | 4,971.50 | 5,079.60 | 15,090.23 | 15,493.81 | 20,485.46 |
| | **Total Income from operations (net)** | **4,929.44** | **4,971.50** | **5,079.60** | **15,090.23** | **15,493.81** | **20,485.46** |
| 2. | **EXPENSES** | | | | | | |
| | a) Employee benefits expense | 2,939.58 | 2,910.30 | 2,856.15 | 8,955.87 | 8,660.61 | 11,551.51 |
| | b) Depreciation and amortisation expense | 133.95 | 109.41 | 138.00 | 373.70 | 478.18 | 610.26 |
| | c) Travel expense | 386.41 | 401.75 | 499.10 | 1,211.50 | 1,274.22 | 1,673.86 |
| | d) Outsourced technical service expense | 71.48 | 111.96 | 216.82 | 311.96 | 1,147.67 | 1,269.20 |
| | e) Other expenses | 806.21 | 714.38 | 815.93 | 2,466.73 | 2,291.57 | 3,271.85 |
| | **Total Expenses** | **4,337.63** | **4,247.80** | **4,526.00** | **13,319.76** | **13,852.26** | **18,376.68** |
| 3. | **PROFIT FROM OPERATIONS BEFORE OTHER INCOME, FINANCE COSTS AND TAXES (1-2)** | **591.81** | **723.70** | **553.60** | **1,770.47** | **1,641.55** | **2,108.78** |
| 4. | Other Income | 560.71 | 606.59 | 710.28 | 1,980.74 | 2,050.61 | 2,299.76 |
| 5. | **PROFIT FROM OPERATIONS BEFORE FINANCE COSTS AND TAXES (3+4)** | **1,152.52** | **1,330.29** | **1,263.88** | **3,751.21** | **3,692.16** | **4,408.54** |
| 6. | Finance costs | 8.20 | 5.29 | 5.11 | 20.27 | 15.67 | 22.32 |
| 7. | **PROFIT BEFORE TAXES (5-6)** | **1,144.32** | **1,325.00** | **1,258.77** | **3,730.94** | **3,676.49** | **4,386.22** |
| 8. | Tax expense | 320.83 | 265.18 | 493.16 | 925.89 | 1,011.56 | 1,122.01 |
| 9. | **NET PROFIT FOR THE PERIOD (7-8)** | **823.49** | **1,059.82** | **765.61** | **2,805.05** | **2,664.93** | **3,264.21** |
| 10. | Paid-up Equity Share Capital (Face Value Rs.10 each) | 3,238.51 | 3,238.50 | 3,238.50 | 3,238.51 | 3,238.50 | 3,238.50 |
| 11. | Reserves excluding Revaluation Reserves | - | - | - | - | - | 26,021.38 |
| 12. | **Earnings Per Share (Rs.) (Par value Rs.10 each) (not annualised)** | | | | | | |
| | Basic | 2.54 | 3.27 | 2.36 | 8.66 | 8.23 | 10.08 |
| | Diluted | 2.54 | 3.27 | 2.36 | 8.66 | 8.23 | 10.08 |

For Nucleus Software Exports Ltd.

Managing Director

**PART II : SELECTED INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2012**

| | Particulars | Quarter Ended | | | Nine Months Ended | | Year Ended |
|---|---|---|---|---|---|---|---|
| | | Dec 31, 2012 | Sep 30, 2012 | Dec 31, 2011 | Dec 31, 2012 | Dec 31, 2011 | March 31, 2012 |
| A | **PARTICULARS OF SHAREHOLDING** | | | | | | |
| 1. | **Public shareholding** | | | | | | |
| | - Number of Shares | 13,781,768 | 13,781,588 | 13,781,588 | 13,781,768 | 13,781,588 | 13,781,588 |
| | - Percentage of Shareholding | 42.56% | 42.56% | 42.56% | 42.56% | 42.56% | 42.56% |
| 2. | **Promoters and Promoter Group Shareholding** | | | | | | |
| | **a) Pledged / Encumbered** | | | | | | |
| | - Number of shares | - | - | - | - | - | - |
| | - Percentage of shares (as a % of the total shareholding of promoter and promoter group) | - | - | - | - | - | - |
| | - Percentage of shares (as a % of the total share capital of the company) | - | - | - | - | - | - |
| | **b) Non - encumbered** | | | | | | |
| | - Number of shares | 18,601,866 | 18,601,866 | 18,601,866 | 18,601,866 | 18,601,866 | 18,601,866 |
| | - Percentage of shares (as a % of the total shareholding of promoter and promoter group) | 100% | 100% | 100% | 100% | 100% | 100% |
| | - Percentage of shares (as a % of the total share capital of the company) | 57.44% | 57.44% | 57.44% | 57.44% | 57.44% | 57.44% |

| | Particulars | 3 months ended December 31, 2012 |
|---|---|---|
| B | **INVESTOR COMPLAINTS** | |
| | Pending at the beginning of the quarter | - |
| | Received during the quarter | 23 |
| | Disposed of during the quarter | 23 |
| | Remaining unsolved at the end of the quarter | - |

For Nucleus Software Exports Ltd.

Managing Director

**SEGMENT REPORTING (STANDALONE)**

(Amount in Rupees lakhs)

| | Particulars | Quarter Ended | | | Nine Months Ended | | Year Ended |
|---|---|---|---|---|---|---|---|
| | | Dec 31, 2012 | Sep 30, 2012 | Dec 31, 2011 | Dec 31, 2012 | Dec 31, 2011 | March 31, 2012 |
| a) | **Revenue by Geographical Segment** | | | | | | |
| | India | 1,192.35 | 1,274.71 | 1,284.52 | 3,971.45 | 3,803.23 | 5,113.51 |
| | Far East | 919.64 | 960.87 | 1,090.65 | 2,832.11 | 3,017.15 | 3,546.15 |
| | South East Asia | 913.36 | 774.02 | 965.07 | 2,503.85 | 2,887.01 | 3,737.74 |
| | Europe | 490.56 | 493.33 | 483.90 | 1,485.00 | 2,056.30 | 2,845.80 |
| | Middle East | 1,049.14 | 968.45 | 958.94 | 2,990.20 | 2,855.51 | 3,802.85 |
| | Others | 364.39 | 500.12 | 296.52 | 1,307.62 | 874.61 | 1,439.41 |
| | **Total** | **4,929.44** | **4,971.50** | **5,079.60** | **15,090.23** | **15,493.81** | **20,485.46** |
| | Less:- Inter Segment Revenue | - | - | - | - | - | - |
| | **Net Revenue From Operations** | **4,929.44** | **4,971.50** | **5,079.60** | **15,090.23** | **15,493.81** | **20,485.46** |
| b) | **Segment Profit / (Loss) before Tax** | | | | | | |
| | India | 230.93 | 186.12 | 237.72 | 826.70 | 499.77 | 894.85 |
| | Far East | 555.76 | 605.70 | 513.03 | 1,763.28 | 1,289.18 | 1,317.34 |
| | South East Asia | 426.39 | 189.17 | 368.74 | 809.98 | 1,245.97 | 1,489.87 |
| | Europe | 249.22 | 196.05 | 112.59 | 546.31 | 886.34 | 1,222.70 |
| | Middle East | 570.65 | 602.75 | 496.39 | 1,675.61 | 1,379.74 | 1,910.78 |
| | Others | 139.96 | 270.64 | 185.78 | 643.09 | 385.10 | 707.87 |
| | **Total** | **2,172.91** | **2,050.42** | **1,914.25** | **6,264.97** | **5,686.10** | **7,543.41** |
| | Add:- Other Income | 560.71 | 606.59 | 710.28 | 1,980.74 | 2,050.61 | 2,299.76 |
| | Less:- Other Unallocable Expenditure | 1,589.30 | 1,332.01 | 1,365.76 | 4,514.77 | 4,060.22 | 5,456.95 |
| | **Operating Profit before Tax** | **1,144.32** | **1,325.00** | **1,258.77** | **3,730.94** | **3,676.49** | **4,386.22** |
| c) | **Capital Employed (Refer Note 5 below)** | 32,168.96 | 31,520.81 | 29,083.40 | 32,168.96 | 29,083.40 | 29,261.56 |

**OTHER INFORMATION (STANDALONE)**

(Amount in Rupees lakhs)

| | Particulars | Quarter Ended | | | Nine Months Ended | | Year Ended |
|---|---|---|---|---|---|---|---|
| | | Dec 31, 2012 | Sep 30, 2012 | Dec 31, 2011 | Dec 31, 2012 | Dec 31, 2011 | March 31, 2012 |
| | **Details of other income:** | | | | | | |
| | Interest Received | 214.70 | 153.55 | 99.69 | 504.08 | 283.89 | 401.52 |
| | Dividend received from non-trade investments | 153.62 | 237.75 | 194.30 | 613.03 | 580.21 | 874.50 |
| | Dividend received from Subsidiary Company | - | 300.00 | - | 300.00 | 360.00 | 360.00 |
| | Profit on sale of investments | - | - | - | - | 0.28 | 102.23 |
| | Provisions written back | - | 29.73 | 17.23 | 32.42 | 83.56 | 83.56 |
| | Foreign Exchange Gain/(Loss) | 139.15 | (116.61) | 341.42 | 466.20 | 667.05 | 352.29 |
| | Miscellaneous Income | 53.24 | 2.17 | 57.64 | 65.01 | 75.62 | 125.66 |
| | **Total** | **560.71** | **606.59** | **710.28** | **1,980.74** | **2,050.61** | **2,299.76** |

For Nucleus Software Exports Ltd.

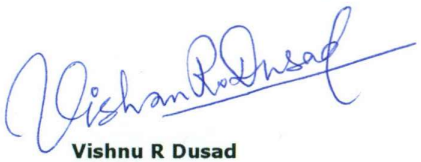
Managing Director

**NOTES:**

1. The above financial results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on February 03, 2013.

2. The Auditors have carried out an audit of standalone results of the Company for quarter and nine months ended 31 December, 2012. There are no qualifications in the Auditors' report on these financial statements.
3. During the current quarter the Company has allotted 180 shares under Employee Stock Option Scheme 2005.
4. Tax expenses include current tax, deferred tax, taxes pertaining to earlier years and withholding taxes charged off.
5. Fixed assets used in the Company's business cannot be specifically identified with any of the reportable segments, as these are used interchangeably between various segments. The Management believes that it is not practicable to provide segment-wise disclosures relating to total assets and liabilities since a meaningful segregation of the available data is not possible.
6. Previous period/year figures have been regrouped /reclassified, wherever necessary.

**By Order of the Board**
For **Nucleus Software Exports Limited**



**Vishnu R Dusad**
CEO & Managing Director

**Place: Noida**
**Date : February 03, 2013**

For Nucleus Software Exports Ltd.

Managing Director

# Deloitte Haskins & Sells

Chartered Accountants
7th Floor, Building 10, Tower B
DLF Cyber City Complex
DLF City Phase-II
Gurgaon - 122 002, Haryana
India

Tel : + 91 (124) 679 2000
Fax : + 91 (124) 679 2012

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

1. We have audited the accompanying Statement of Financial Results ("the Statement") of **NUCLEUS SOFTWARE EXPORTS LIMITED** ("the Company") for the quarter and nine months ended 31 December, 2012 being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges. This Statement has been prepared on the basis of the related interim financial statement, which is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to express an opinion on the Statement, based on our audit of the related interim financial statement, which has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS-25) on Interim Financial Reporting notified under the Companies (Accounting Standards) Rules, 2006 and other accounting principles generally accepted in India.

2. We conducted our audit of the Statement in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. In our opinion and to the best of our information and according to the explanations given to us, the Statement:

   (i) is presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges and

   (ii) gives a true and fair view of the net profit and other financial information of the Company for the quarter and nine months ended 31 December, 2012.

4. Further, we also report that we have traced from the details furnished by the Management/Registrars, the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding, pledged / encumbered shares and non-encumbered shares of promoter and promoter group shareholders, in terms of Clause 35 of the Listing Agreements and the particulars relating to the undisputed investor complaints from the details furnished by the Company's Secretary.

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

**RASHIM TANDON**
Partner
(Membership No. 95540)

Deloitte Haskins & Sells Chartered Accountants

**NOIDA, 03 February, 2013**
RT/SK/2013